

Fill in this information to identify the case:

United States Bankruptcy Court for the Southern District of TexasCase number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/20**If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.**1. Debtor's name** CBL & Associates Limited Partnership**2. All other names debtor used in the last 8 years** N/AInclude any assumed names, trade names, and *doing business as* names**3. Debtor's federal Employer Identification Number (EIN)** 62-1542285

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>2030 Hamilton Place Blvd.</u>	
	Number Street	Number Street
	<u>CBL Center, Suite 500</u>	
		P.O. Box
	<u>Chattanooga Tennessee 37421</u>	
	City State ZIP Code	City State ZIP Code
	<u>Hamilton County</u>	Location of principal assets, if different from principal place of business
	County	
		Number Street
		City State ZIP Code

5. Debtor's website (URL) www.cblproperties.com
6. Type of debtor
☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 ☒ Partnership (excluding LLP)
 ☐ Other. Specify: _____

Debtor CBL & Associates Limited Partnership
NameCase number (if known) 20- ()**7. Describe debtor's business**

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax- exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5313 – Activities Related to Real Estate**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes District _____ When _____ Case number _____
MM/ DD/ YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD/ YYYY

Debtor CBL & Associates Limited Partnership
NameCase number (if known) 20- ()**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ YesDebtor See Schedule 1Relationship See Schedule 1District Southern District of TexasWhen November 1, 2020

MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____**Where is the property?**

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact Name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds*Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis with all affiliated debtors)

☐ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☒ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

Debtor CBL & Associates Limited Partnership
NameCase number (if known) 20- ()

15. Estimated assets (on a consolidated basis with all affiliated debtors)	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities (on a consolidated basis with all affiliated debtors)	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 1, 2020
MM / DD / YYYY

x /s/ Jeffery V. Curry Jeffery V. Curry
Signature of authorized representative of debtor Printed name

Chief Legal Officer and Secretary
Title

18. Signature of attorney

x /s/ Alfredo R. Pérez Date November 1, 2020
Signature of attorney for debtor MM / DD / YYYY

Alfredo R. Pérez Ray C. Schrock, P.C.
Printed Name

Weil, Gotshal & Manges LLP Weil, Gotshal & Manges LLP
Firm Name

700 Louisiana, Suite 1700 767 Fifth Avenue
Address

Houston, Texas 77002 New York, New York 10153
City/State/Zip

(713) 546-5000 (212) 310-8000
Contact Phone

alfredo.perez@weil.com ray.schrock@weil.com
Email Address

15776275 Texas
Bar Number State

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas.

COMPANY	
CBL/Sunrise Commons, L.P.	Kirkwood Mall Acquisition LLC
CBL & Associates Properties, Inc.	Kirkwood Mall Mezz LLC
CBL Holdings I, Inc.	Layton Hills Mall CMBS, LLC
CBL Holdings II, Inc.	Madison Joint Venture, LLC
CBL & Associates Limited Partnership	Madison/East Towne, LLC
CBL & Associates Management, Inc.	Madison/West Towne, LLC
Arbor Place Limited Partnership	Mall del Norte, LLC
CBL RM-Waco, LLC	Mayfaire GP, LLC
CBL SM-Brownsville, LLC	Mayfaire Town Center, LP
CBL/Imperial Valley GP, LLC	MDN/Laredo GP, LLC
CBL/Kirkwood Mall, LLC	Mortgage Holdings, LLC
CBL/Madison I, LLC	Multi-GP Holdings, LLC
CBL/Richland G.P., LLC	Pearland Ground, LLC
CBL/Sunrise GP, LLC	Pearland Town Center GP, LLC
CBL/Westmoreland I, LLC	Pearland Town Center Limited Partnership
CBL/Westmoreland II, LLC	POM-College Station, LLC
CBL/Westmoreland, L.P.	Turtle Creek Limited Partnership
Cherryvale Mall, LLC	Akron Mall Land, LLC
CW Joint Venture, LLC	Alamance Crossing II, LLC
Frontier Mall Associates Limited Partnership	Alamance Crossing, LLC
Hixson Mall, LLC	APWM, LLC
Imperial Valley Mall GP, LLC	Asheville, LLC
Imperial Valley Mall II, L.P.	Brookfield Square Joint Venture
Imperial Valley Mall, L.P.	Brookfield Square Parcel, LLC
JG Winston-Salem, LLC	CBL Eagle Point Member, LLC

COMPANY	
CBL HP Hotel Member, LLC	CBL/Old Hickory II, LLC
CBL Statesboro Member, LLC	CBL/Parkdale Crossing GP, LLC
CBL Walden Park, LLC	CBL/Parkdale Crossing, L.P.
CBL/Brookfield I, LLC	CBL/Parkdale Mall GP, LLC
CBL/Brookfield II, LLC	CBL/Parkdale, LLC
CBL/Cherryvale I, LLC	CBL/Penn Investments, LLC
CBL/Citadel I, LLC	CBL/Sunrise Commons GP, LLC
CBL/Citadel II, LLC	CBL/Sunrise Land, LLC
CBL/EastGate I, LLC	CBL/Sunrise XS Land, L.P.
CBL/EastGate II, LLC	CBL-840 GC, LLC
CBL/EastGate Mall, LLC	Charleston Joint Venture
CBL/Fayette I, LLC	Coolsprings Crossing Limited Partnership
CBL/Fayette II, LLC	Cross Creek Anchor S GP, LLC
CBL/GP Cary, Inc.	Cross Creek Anchor S, LP
CBL/GP II, Inc.	D'Iberville CBL Land, LLC
CBL/GP V, Inc.	Dakota Square Mall CMBS, LLC
CBL/GP VI, Inc.	Development Options, Inc.
CBL/GP, Inc.	Dunite Acquisitions, LLC
CBL/Gulf Coast, LLC	East Towne Parcel I, LLC
CBL/J I, LLC	EastGate Anchor S, LLC
CBL/J II, LLC	EastGate Company
CBL/Monroeville Expansion I, LLC	Eastland Anchor M, LLC
CBL/Monroeville Expansion II, LLC	Eastland Holding I, LLC
CBL/Monroeville Expansion III, LLC	Eastland Holding II, LLC
CBL/Monroeville Expansion Partner, L.P.	Eastland Mall, LLC
CBL/Monroeville Expansion, L.P.	Eastland Member, LLC
CBL/Monroeville I, LLC	Fayette Middle Anchor, LLC
CBL/Monroeville II, LLC	Fayette Plaza CMBS, LLC
CBL/Monroeville III, LLC	GCTC Peripheral IV, LLC
CBL/Monroeville Partner, L.P.	Gunbarrel Commons, LLC
CBL/Monroeville, L.P.	Hamilton Place Anchor S, LLC
CBL/Nashua Limited Partnership	Hammock Landing/West Melbourne, LLC
CBL/Old Hickory I, LLC	Hanes Mall Parcels, LLC

COMPANY	
Harford Mall Business Trust	Pearland-OP Parcel 8, LLC
Henderson Square Limited Partnership	Port Orange Holdings II, LLC
Hickory Point Outparcels, LLC	Seacoast Shopping Center Limited Partnership
Imperial Valley Commons, L.P.	Shoppes at St. Clair CMBS, LLC
Imperial Valley Peripheral L.P.	South County Shoppingtown LLC
IV Commons, LLC	Southaven Town Center, LLC
IV Outparcels, LLC	Southaven Towne Center II, LLC
Jefferson Anchor M, LLC	Southpark Mall, LLC
Jefferson Anchor S, LLC	Southpark Mall-DSG, LLC
Jefferson Mall Company II, LLC	St. Clair Square GP I, LLC
JG Gulf Coast Town Center LLC	St. Clair Square Limited Partnership
Laurel Park Retail Holding LLC	St. Clair Square SPE, LLC
Laurel Park Retail Properties LLC	Stroud Mall, LLC
Lexington Joint Venture	Tenn-GP Holdings, LLC
LHM-Utah, LLC	The Courtyard at Hickory Hollow Limited Partnership
Meridian Mall Limited Partnership	The Landing at Arbor Place II, LLC
Mid Rivers Land LLC	The Pavilion at Port Orange, LLC
Mid Rivers Mall CMBS, LLC	TN-Land Parcels, LLC
Monroeville Anchor Limited Partnership	TX-Land Parcels, LLC
Montgomery Partners, L.P.	Valley View Mall SPE, LLC
North Charleston Joint Venture II, LLC	Volusia Mall GP, Inc.
Northgate SAC, LLC	Volusia Mall Limited Partnership
Northpark Mall/Joplin, LLC	Volusia SAC, LLC
Old Hickory Mall Venture	Volusia-OP Peripheral, LLC
Old Hickory Mall Venture II, LLC	West Towne District, LLC
Parkdale Anchor M, LLC	Westgate Crossing Limited Partnership
Parkdale Crossing Limited Partnership	WestGate Mall II, LLC
Parkdale Mall Associates, L.P.	WestGate Mall Limited Partnership
Parkdale Mall, LLC	WI-Land Parcels, LLC
Parkway Place Limited Partnership	York Galleria Limited Partnership
Parkway Place SPE, LLC	

Official Form 201A (12/15)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CBL & ASSOCIATES LIMITED PARTNERSHIP, Debtor.	§ § § § § § §	Chapter 11 Case No. 20- _____ (●)
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**Attachment to Voluntary Petition for
Non-Individuals Filing for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 333-182515-01.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2020.

a. Total assets \$ 38,394,155

b. Total debts (including debts listed in 2.c., below) \$ 2,584,623,736¹

c. Debt securities held by more than 500 holders:

			Approximate number of holder	
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	\$ <u>1,375,000,000</u>	<u>10, 225</u>
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____

Number of shares of preferred stock ²	2,505,000
Number of shares of common stock ³	<u>201,690,311</u>

¹ This figure includes accounts payable and accrued liabilities.

² CBL & Associates Properties, Inc. ("CBL") owns stock in two subsidiaries, CBL Holdings I, Inc. and CBL Holdings II, Inc., both of which hold ownership interests in CBL & Associates Limited Partnership (the "Operating Partnership"). Each share of preferred stock issued by CBL therefore has a corresponding preferred unit in the Operating Partnership. The figure presented here represents the 2,505,000 preferred units of the Operating Partnership.

³ Similar to the preferred units figure described above, this figure represents the total outstanding common units and special common units in the Operating Partnership.

Comments, if any:

3. Brief description of debtor's business: CBL, a Delaware corporation, is a self-managed, self-administered, fully integrated real estate investment trust ("REIT") that is engaged in the ownership, development, acquisition, leasing, management and operation of regional shopping malls, open-air and mixed-use centers, outlet centers, associated centers, community centers, and office properties. Substantially all of CBL's business is conducted through the Operating Partnership, a Delaware limited partnership.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

CBL Holdings II, Inc.

**ACTION BY
WRITTEN CONSENT OF
THE GOVERNING BODIES OF
THE ENTITIES SET FORTH ON SCHEDULE A ATTACHED HERETO
NOVEMBER 1, 2020**

The undersigned, being all of the members of the board of directors, all of the members of the board of managers, the sole member, the managing member, the chief manager, the managing partner, the general partner, the sole shareholder or all of the members of the board of trustees, as the case may be (as applicable, the “Governing Body”) of the applicable entities set forth on Schedule A attached hereto (each, an “Entity”, and collectively, the “Entities”) do hereby consent to, adopt and approve, by written consent in accordance with applicable law and the relevant provisions of the respective governing documents of the applicable Entity, the following resolutions and each and every action effected thereby:

WHEREAS, each Governing Body has reviewed and has had the opportunity to review and analyze the liabilities and liquidity of such Entity and their respective subsidiaries, the strategic alternatives available to such Entity and the impact of the foregoing on such Entity’s business;

WHEREAS, each Governing Body has had the opportunity to consult with the management and the legal and financial advisors of the applicable Entity to fully consider, and have considered, the strategic alternatives available to such Entity; and

WHEREAS, each Governing Body believes that taking the actions set forth below are in the best interests of the applicable Entity and, therefore, desires to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, each Governing Body has determined, after due consultation with the management and the legal and financial advisors of the applicable Entity, that it is desirable and in the best interests of such Entity, its creditors, and other parties in interest that a petition be filed by such Entity seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and be it further

RESOLVED, that Charles B. Lebovitz as Chairman of the Board, Stephen D. Lebovitz as Chief Executive Officer, Michael I. Lebovitz as President, Farzana Khaleel as Executive Vice President – Chief Financial Officer, Jeffery V. Curry as Chief Legal Officer and Katie Reinsmidt as Executive Vice President – Chief Investment Officer (with respect to each Entity, each such person, an “Authorized Person”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, to negotiate, execute, deliver and file with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”), in the name and on behalf of such Entity, and under its corporate seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders and other documents (collectively, the “Chapter 11 Filings”) (with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or advisable, the execution and delivery of any of the Chapter 11 Filings by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard); and be it further

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of such Entity, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with such Entity’s chapter 11 cases (collectively, the

“Chapter 11 Cases”) or the Chapter 11 Filings, including, without limitation, (i) the payment of fees, expenses and taxes such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Cases with a view to the successful prosecution of the Chapter 11 Cases (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

II. Retention of Advisors

RESOLVED, that, in connection with the Chapter 11 Cases, any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of such Entity, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, on behalf of such Entity, that such Authorized Person deems necessary, appropriate or advisable in connection with, or in furtherance of, the Chapter 11 Cases, with a view to the successful prosecution of the Chapter 11 Cases (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as attorneys for each Entity in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Moelis & Company, located at 399 Park Avenue, 5th Floor, New York, NY 10022, is hereby retained as investment banker for each Entity in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Berkeley Research Group, LLC, located at 99 High Street, 27th Floor, Boston, MA 02110, is hereby retained as financial advisor for each Entity in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, 12th Floor, New York, New York 10017, is hereby retained as claims agent for each Entity in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of the applicable Entity, to take and perform any and all further acts and deeds, including, without limitation, (i) the payment of any consideration, (ii) the payment of fees, expenses and taxes such Authorized Person deems necessary, appropriate, or desirable, and (iii) negotiating, executing, delivering, performing and filing any and all documents, motions, pleadings, applications, declarations, affidavits, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with the engagement of professionals contemplated by the foregoing resolutions (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

III. General Authority and Ratification

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of such Entity, to take and perform any and all further acts or deeds, including, but not limited to, (i) the negotiation of such additional agreements, amendments, modifications, supplements, reports, documents,

instruments, applications, notes or certificates that may be required, (ii) the execution, delivery, performance under and filing (if applicable) of any of the foregoing, and (iii) the payment of all fees, consent payments, taxes and other expenses as any such Authorized Person, in his or her sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such Authorized Person deemed the same to meet such standard; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Person in the name and on behalf of the applicable Entity in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved in all respects as the acts and deeds of such Entity.

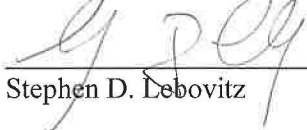
[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the Governing Body of each Entity hereafter listed, have executed this written consent as of the date first set forth above.

CBL HOLDINGS I, INC.
CBL HOLDINGS II, INC.
CBL/GP CARY, INC.
CBL/GP II, INC.
CBL/GP V, INC.
CBL/GP VI, INC.
CBL/GP, INC.
DEVELOPMENT OPTIONS, INC.
VOLUSIA MALL GP, INC.

By the following who serve as the Board of Directors of each of the above listed corporations:

Charles B. Lebovitz

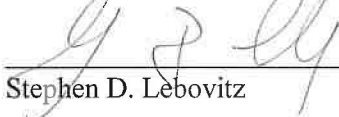


Stephen D. Lebovitz

HARFORD MALL BUSINESS TRUST

By its Board of Trustees:

Charles B. Lebovitz



Stephen D. Lebovitz


CBL & ASSOCIATES LIMITED PARTNERSHIP,
a Delaware limited liability company

By the following partners of the above listed limited partnership:

CBL Holdings I, Inc., its sole general partner
CBL Holdings II, Inc., a limited partner holding more than 50% of the limited partnership interests of the Partnership

By the following who serve as the Board of Directors of each of the above listed corporations:

Charles B. Lebovitz



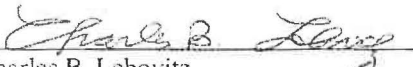
Stephen D. Lebovitz

**SIGNATURE BLOCKS FOR ENTITIES ENTERING INTO
WRITTEN CONSENT TO FILE BANKRUPTCY**

IN WITNESS WHEREOF, the undersigned, being the Governing Body of each Entity hereafter listed, have executed this written consent as of the date first set forth above.

CBL HOLDINGS I, INC.
CBL HOLDINGS II, INC.
CBL/GP CARY, INC.
CBL/GP II, INC.
CBL/GP V, INC.
CBL/GP VI, INC.
CBL/GP, INC.
DEVELOPMENT OPTIONS, INC.
VOLUSIA MALL GP, INC.

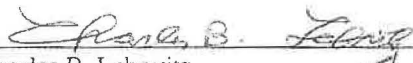
By the following who serve as the Board of Directors of each of the above listed corporations:


Charles B. Lebovitz

Stephen D. Lebovitz

HARFORD MALL BUSINESS TRUST

By its Board of Trustees:


Charles B. Lebovitz

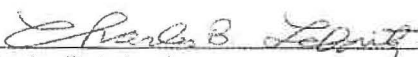
Stephen D. Lebovitz

CBL & ASSOCIATES LIMITED PARTNERSHIP,
a Delaware limited liability company

By the following partners of the above listed limited partnership:

CBL Holdings I, Inc., its sole general partner
CBL Holdings II, Inc., a limited partner holding more than 50% of the limited partnership interests of the
Partnership

By the following who serve as the Board of Directors of each of the above listed corporations:


Charles B. Lebovitz

Stephen D. Lebovitz

SIGNATURE BLOCKS FOR ENTITIES ENTERING INTO
WRITTEN CONSENT TO FILE BANKRUPTCY

AKRON MALL LAND, LLC
BROOKFIELD SQUARE PARCEL, LLC
CBL EAGLE POINT MEMBER, LLC
CBL STATESBORO MEMBER, LLC
CBL/IMPERIAL VALLEY GP, LLC
CBL/J I, LLC
CBL/J II, LLC
CBL/KIRKWOOD MALL, LLC
CBL/MONROEVILLE EXPANSION I, LLC
CBL/MONROEVILLE EXPANSION II, LLC
CBL/MONROEVILLE EXPANSION III, LLC
CBL/MONROEVILLE I, LLC
CBL/MONROEVILLE II, LLC
CBL/MONROEVILLE III, LLC
CBL/PARKDALE CROSSING GP, LLC
CBL/PARKDALE MALL GP, LLC
CBL/PARKDALE, LLC
CBL/RICHLAND G.P., LLC
CBL/SUNRISE COMMONS GP, LLC
CBL/SUNRISE GP, LLC
CBL/SUNRISE LAND, LLC
HAMMOCK LANDING/WEST MELBOURNE, LLC
IV COMMONS, LLC
KIRKWOOD MALL ACQUISITION LLC
LAUREL PARK RETAIL HOLDING LLC
LHM-UTAH, LLC
MAYFAIRE GP, LLC
MORTGAGE HOLDINGS, LLC
MULTI-GP HOLDINGS, LLC
NORTHGATE SAC, LLC
PEARLAND GROUND, LLC
PORT ORANGE HOLDINGS II, LLC
SOUTHAVEN TOWNE CENTER, LLC
TENN-GP HOLDINGS, LLC
THE PAVILION AT PORT ORANGE, LLC
VOLUSIA-OP PERIPHERAL, LLC

By: CBL & Associates Limited Partnership,
as the chief manager of each of the above listed
chief manager-managed limited liability companies

By: CBL Holdings I, Inc., its general partner

By: 

Name: Jeffrey V. Curry

Title: Chief Legal Officer

CHERRYVALE MALL, LLC,
DAKOTA SQUARE MALL CMBS, LLC
EASTLAND HOLDING I, LLC
EASTLAND HOLDING II, LLC
EASTLAND MALL, LLC
EASTLAND MEMBER, LLC
FAYETTE PLAZA CMBS, LLC
IMPERIAL VALLEY MALL GP, LLC
LAUREL PARK RETAIL PROPERTIES LLC
LAYTON HILLS MALL CMBS, LLC
MADISON/EAST TOWNE, LLC
MADISON/WEST TOWNE, LLC
MDN/LAREDO GP, LLC
MID RIVERS MALL CMBS, LLC
NORTH PARK MALL/JOPLIN, LLC
PEARLAND TOWN CENTER GP, LLC
SOUTHAVEN TOWNE CENTER II, LLC
ST. CLAIR SQUARE SPE, LLC
THE LANDING AT ARBOR PLACE II, LLC


By the following entities serving as the Board of Managers of each of the above listed board-managed limited liability companies:

CBL & Associates Limited Partnership, its Chief Manager

By: CBL Holdings I, Inc., its general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL Holdings I, Inc., its secretary


By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

KIRKWOOD MALL MEZZ LLC

By the following entity which serves as the sole manager of the above listed board-managed limited liability company:

CBL & Associates Limited Partnership, its Chief Manager

By: CBL Holdings I, Inc., its general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

ALAMANCE CROSSING II, LLC
ALAMANCE CROSSING, LLC
APWM, LLC
ASHEVILLE, LLC
CBL HP HOTEL MEMBER, LLC
CBL WALDEN PARK, LLC
CBL/GULF COAST, LLC
CBL/MADISON I, LLC
CBL/PENN INVESTMENTS, LLC
CROSS CREEK ANCHOR S GP, LLC
D'IBERVILLE CBL LAND, LLC
DUNITE ACQUISITIONS, LLC
EAST TOWNE PARCEL I, LLC
EASTGATE ANCHOR S, LLC
EASTLAND ANCHOR M, LLC
FAYETTE MIDDLE ANCHOR, LLC
GUNBARREL COMMONS, LLC
HAMILTON PLACE ANCHOR S, LLC
HANES MALL PARCELS, LLC
HIXSON MALL, LLC
JEFFERSON ANCHOR M, LLC
JEFFERSON ANCHOR S, LLC
JEFFERSON MALL COMPANY II, LLC
JG WINSTON-SALEM, LLC
MID RIVERS LAND LLC
NORTH CHARLESTON JOINT VENTURE II, LLC
PARKDALE ANCHOR M, LLC
PEARLAND-OP PARCEL 8, LLC
SOUTHPARK MALL-DSG, LLC
TN-LAND PARCELS, LLC
TX-LAND PARCELS, LLC
VOLUSIA SAC, LLC
WI-LAND PARCELS, LLC

By: CBL & Associates Limited Partnership,
as the sole member and chief manager of each of the above listed
member-managed limited liability companies

By: CBL Holdings I, Inc., its general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/NASHUA LIMITED PARTNERSHIP
PARKWAY PLACE LIMITED PARTNERSHIP
SEACOAST SHOPPING CENTER LIMITED PARTNERSHIP

By: CBL & Associates Limited Partnership, as the sole general partner of each of the
above listed limited partnerships

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

ARBOR PLACE LIMITED PARTNERSHIP
MERIDIAN MALL LIMITED PARTNERSHIP
WESTGATE CROSSING LIMITED PARTNERSHIP

By: Multi-GP Holdings, LLC, as the general partner of each of the above listed partnerships

By: CBL & Associates Limited Partnership, its sole member and chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL-840 GC, LLC
HICKORY POINT OUTPARCELS, LLC
IV OUTPARCELS, LLC

By: CBL & Associates Management, Inc., as the chief manager of each of the above listed companies

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/BROOKFIELD I, LLC
CBL/BROOKFIELD II, LLC
CBL/FAYETTE I, LLC
CBL/FAYETTE II, LLC

By: CBL/J I, LLC, as the chief manager of each of the above listed companies

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/CHERRYVALE I, LLC
CBL/CITADEL I, LLC
CBL/CITADEL II, LLC
CBL/EASTGATE I, LLC
CBL/EASTGATE II, LLC
CBL/OLD HICKORY I, LLC
CBL/OLD HICKORY II, LLC

By: CBL/J II, LLC, as the chief manager of each of the above listed companies

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/WESTMORELAND I, LLC
CBL/WESTMORELAND II, LLC
ST. CLAIR SQUARE GP I, LLC

By: CW Joint Venture, LLC, as the chief manager of each of the above listed companies

By: CBL & Associates Limited Partnership, its manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

COOLSPRINGS CROSSING LIMITED PARTNERSHIP
FRONTIER MALL ASSOCIATES LIMITED PARTNERSHIP
TURTLE CREEK LIMITED PARTNERSHIP

By: CBL & Associates Limited Partnership, as the sole general partner of each of the above listed limited partnerships

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

POM-COLLEGE STATION, LLC,
SOUTH COUNTY SHOPPINGTOWN LLC
STROUD MALL, LLC,

By: CBL & Associates Limited Partnership, as the managing member of each of the above listed companies

By: CBL Holdings I, Inc., its general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer


CBL/EASTGATE MALL, LLC
EASTGATE COMPANY

By: CBL/Eastgate I, LLC, as the managing partner of each of the above listed general partnerships

By: CBL/J II, LLC, its chief manager


By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

WEST TOWN DISTRICT, LLC

By: CBL & Associates Management, Inc., as sole member and chief manager of the above listed company

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

BROOKFIELD SQUARE JOINT VENTURE,

By the partners of the above referenced general partnership

CBL/Brookfield I, LLC, general partner

By: CBL/J I, LLC, its chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/Brookfield II, LLC, general partner

By: CBL/J I, LLC, its chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL RM-WACO, LLC,

By: CBL/Richland G.P., LLC, its managing member

By: CBL & Associates Limited Partnership, its sole member and chief manager

By: CBL Holdings I, Inc., its sole general partner

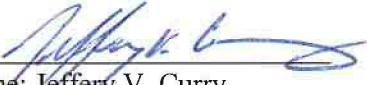
By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL SM-BROWNSVILLE, LLC,

By: CBL/Sunrise GP, LLC, its chief manager

By: CBL & Associates Limited Partnership, its sole member and chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/MONROEVILLE EXPANSION PARTNER, L.P.

By: CBL/Monroeville Expansion II, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/MONROEVILLE EXPANSION, L.P.

By: CBL/Monroeville Expansion I, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/MONROEVILLE PARTNER, L.P.

By: CBL/Monroeville, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/MONROEVILLE, L.P.

By: CBL/Monroeville I, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/PARKDALE CROSSING, L.P.

By: CBL/Parkdale Crossing GP, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

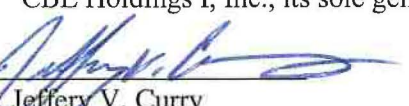
By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/SUNRISE COMMONS, L.P.

By: CBL/Sunrise Commons GP, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/SUNRISE XS LAND, L.P.

By: CBL/Sunrise Land, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL/WESTMORELAND, L.P.

By: CBL/Westmoreland I, its sole general partner

By: CW Joint Venture, LLC, its chief manager

By: CBL & Associates Limited Partnership, its manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

CHARLESTON JOINT VENTURE

By: CBL/Citadel I, LLC, its managing partner

By: CBL/J II, LLC, its chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

CROSS CREEK ANCHOR S, LP

By: Cross Creek Anchor S GP, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its sole member and chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

CW JOINT VENTURE, LLC

By: CBL & Associates Limited Partnership, its Manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

GCTC PERIPHERAL IV, LLC

By: JG Gulf Coast Town Center, LLC, its sole member and chief manager

By: CBL/Gulf Coast, LLC, its managing member

By: CBL & Associates Limited Partnership, its sole member and chief manager

By: CBL Holdings I, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

HENDERSON SQUARE LIMITED PARTNERSHIP

By: CBL/GP, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

IMPERIAL VALLEY COMMONS, L.P.,
a California limited partnership

By all of the partners of the above listed limited partnership

By: IV Commons, LLC, its managing general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL & Associates Limited Partnership, its limited partner

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

IMPERIAL VALLEY MALL II, L.P.

By: Imperial Valley Mall GP, LLC, its general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

IMPERIAL VALLEY MALL, L.P.

By: CBL/Imperial Valley GP, LLC, its general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

IMPERIAL VALLEY PERIPHERAL, L.P.

By: IV Outparcels, LLC, its sole general partner

By: CBL & Associates Management, Inc., its chief manager

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

JG GULF COAST TOWN CENTER LLC

By: CBL/Gulf Coast, LLC, its sole member

By: CBL & Associates Limited Partnership, its sole member and chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

LEXINGTON JOINT VENTURE

By: CBL/Fayette I, LLC, its managing partner

By: CBL/J I, LLC, its chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

MADISON JOINT VENTURE, LLC

By the following entities serving as the Board of Managers of the above listed board-managed limited liability company:

CBL & Associates Limited Partnership, its Chief Manager

By: CBL Holdings I, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

CBL/Madison I, LLC, its secretary

By: CBL & Associates Limited Partnership, its sole member and chief manager

By: CBL Holdings I, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

MALL DEL NORTE, LLC

By the following entities serving as the Board of Managers of the above listed board-managed limited liability company:

MDN/Laredo GP, LLC, its chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

CBL & Associates Limited Partnership, its secretary

By: CBL Holdings I, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

MAYFAIRE TOWN CENTER, LP

By: Mayfaire GP, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

MONROEVILLE ANCHOR LIMITED PARTNERSHIP

By: CBL/Monroeville II, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

MONTGOMERY PARTNERS, L.P.

By: CBL/GP VI, Inc., its general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

OLD HICKORY MALL VENTURE

By: CBL/Old Hickory I, LLC, its managing partner

By: CBL/J II, LLC, its sole member and chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

OLD HICKORY MALL VENTURE II, LLC

By the following entities serving as the Board of Managers of the above listed board-managed limited liability company:

Old Hickory Mall Venture, its chief manager

By: CBL/Old Hickory I, LLC, its managing partner

By: CBL/J II, LLC, its sole member and chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL Holdings I, Inc., its secretary

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

PARKDALE CROSSING LIMITED PARTNERSHIP

By: CBL/Parkdale Crossing GP, LLC, its general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

PARKDALE MALL ASSOCIATES L.P.

By: CBL/Parkdale, LLC, its general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

PARKDALE MALL, LLC

By the following entities serving as the Board of Managers of the above listed board-managed limited liability company:

CBL/Parkdale Mall GP, LLC, its chief manager

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL & Associates Limited Partnership, its secretary

By: CBL Holdings I, Inc., its general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

PARKWAY PLACE SPE, LLC

By the following entities serving as the Board of Managers of the above listed board-managed limited liability company:

Parkway Place Limited Partnership, its chief manager

By: CBL & Associates Limited Partnership, its sole general partner

By: CBL Holdings I, Inc., its sole general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

CBL & Associates Limited Partnership, its secretary

By: CBL Holdings I, Inc., its general partner

By: 
Name: Jeffery V. Curry
Title: Chief Legal Officer

PEARLAND TOWN CENTER LIMITED PARTNERSHIP

By: Pearland Town Center GP, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

SHOPPES AT ST. CLAIR CMBS, LLC

By the following entities serving as the Board of Managers of the above listed board-managed limited liability company:

CW Joint Venture, LLC, its chief manager

By: CBL & Associates Limited Partnership, its sole general partner

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

CBL & Associates Limited Partnership, its secretary

By: CBL Holdings I, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

SOUTHPARK MALL, LLC

By: Seacoast Shopping Center Limited Partnership, its sole member and chief manager

By: CBL & Associates Limited Partnership, its sole general partner

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

ST. CLAIR SQUARE LIMITED PARTNERSHIP

By: St. Clair Square GP I, LLC, its sole general partner

By: CW Joint Venture, LLC, its chief manager

By: CBL & Associates Limited Partnership, its manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

THE COURTYARD AT HICKORY HOLLOW LIMITED PARTNERSHIP

By: Tenn-GP Holdings, LLC, its sole general partner

By: CBL & Associates Limited Partnership, its chief manager

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

VALLEY VIEW MALL SPE, LLC

By the following entities serving as the Board of Managers of the above listed board-managed limited liability company:

Seacoast Shopping Center Limited Partnership, its chief manager

By: CBL & Associates Limited Partnership, its sole general partner

By: CBL Holdings I, Inc., its sole general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

CBL & Associates Limited Partnership, its secretary

By: CBL Holdings I, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

VOLUSIA MALL LIMITED PARTNERSHIP

By: Volusia Mall GP, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

WESTGATE MALL II, LLC

By: Westgate Mall Limited Partnership, its chief manager

By: CBL/GP II, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

WESTGATE MALL LIMITED PARTNERSHIP

By: CBL/GP II, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

YORK GALLERIA LIMITED PARTNERSHIP

By: CBL/York, Inc., its general partner

By: 

Name: Jeffery V. Curry

Title: Chief Legal Officer

Schedule A

1. Akron Mall Land, LLC
2. Alamance Crossing II, LLC
3. Alamance Crossing, LLC
4. APWM, LLC
5. Arbor Place Limited Partnership
6. Asheville, LLC
7. Brookfield Square Joint Venture
8. Brookfield Square Parcel, LLC
9. CBL & Associates Limited Partnership
10. CBL Eagle Point Member, LLC
11. CBL Holdings I, Inc.
12. CBL Holdings II, Inc.
13. CBL HP Hotel Member, LLC
14. CBL RM-Waco, LLC
15. CBL SM-Brownsville, LLC
16. CBL Statesboro Member, LLC
17. CBL Walden Park, LLC
18. CBL/Brookfield I, LLC
19. CBL/Brookfield II, LLC
20. CBL/Cherryvale I, LLC
21. CBL/Citadel I, LLC
22. CBL/Citadel II, LLC
23. CBL/EastGate I, LLC
24. CBL/EastGate II, LLC
25. CBL/EastGate Mall, LLC
26. CBL/Fayette I, LLC
27. CBL/Fayette II, LLC
28. CBL/GP Cary, Inc.
29. CBL/GP II, Inc.
30. CBL/GP V, Inc.
31. CBL/GP VI, Inc.
32. CBL/GP, Inc.
33. CBL/Gulf Coast, LLC
34. CBL/Imperial Valley GP, LLC
35. CBL/J I, LLC
36. CBL/J II, LLC
37. CBL/Kirkwood Mall LLC
38. CBL/Madison I, LLC
39. CBL/Monroeville Expansion I, LLC
40. CBL/Monroeville Expansion II, LLC

41. CBL/Monroeville Expansion III, LLC
42. CBL/Monroeville Expansion Partner, L.P.
43. CBL/Monroeville Expansion, L.P.
44. CBL/Monroeville I, LLC
45. CBL/Monroeville II, LLC
46. CBL/Monroeville III, LLC
47. CBL/Monroeville Partner, L.P.
48. CBL/Monroeville, L.P.
49. CBL/Nashua Limited Partnership
50. CBL/Old Hickory I, LLC
51. CBL/Old Hickory II, LLC
52. CBL/Parkdale Crossing GP, LLC
53. CBL/Parkdale Crossing, L.P.
54. CBL/Parkdale Mall GP, LLC
55. CBL/Parkdale, LLC
56. CBL/Penn Investments, LLC
57. CBL/Richland G.P., LLC
58. CBL/Sunrise Commons GP, LLC
59. CBL/Sunrise Commons, L.P.
60. CBL/Sunrise GP, LLC
61. CBL/Sunrise Land, LLC
62. CBL/Sunrise XS Land, L.P.
63. CBL/Westmoreland I, LLC
64. CBL/Westmoreland II, LLC
65. CBL/Westmoreland, L.P.
66. CBL-840 GC, LLC
67. Charleston Joint Venture
68. CherryVale Mall, LLC
69. Coolsprings Crossing Limited Partnership
70. Cross Creek Anchor S GP, LLC
71. Cross Creek Anchor S, LP
72. CW Joint Venture, LLC
73. Dakota Square Mall CMBS, LLC
74. Development Options, Inc.
75. D'Iberville CBL Land, LLC
76. Dunite Acquisitions, LLC
77. East Towne Parcel I, LLC
78. EastGate Anchor S, LLC
79. EastGate Company
80. Eastland Anchor M, LLC
81. Eastland Holding I, LLC
82. Eastland Holding II, LLC
83. Eastland Mall, LLC
84. Eastland Member, LLC

85. Fayette Middle Anchor, LLC
86. Fayette Plaza CMBS, LLC
87. Frontier Mall Associates Limited Partnership
88. GCTC Peripheral IV, LLC
89. Gunbarrel Commons, LLC
90. Hamilton Place Anchor S, LLC
91. Hammock Landing/West Melbourne, LLC
92. Hanes Mall Parcels, LLC
93. Harford Mall Business Trust
94. Henderson Square Limited Partnership
95. Hickory Point Outparcels, LLC
96. Hixson Mall, LLC
97. Imperial Valley Commons, L.P.
98. Imperial Valley Mall GP, LLC
99. Imperial Valley Mall II, L.P.
100. Imperial Valley Mall, L.P.
101. Imperial Valley Peripheral L.P.
102. IV Commons, LLC
103. IV Outparcels, LLC
104. Jefferson Anchor M, LLC
105. Jefferson Anchor S, LLC
106. Jefferson Mall Company II, LLC
107. JG Gulf Coast Town Center LLC
108. JG Winston-Salem, LLC
109. Kirkwood Mall Acquisition LLC
110. Kirkwood Mall Mezz LLC
111. Laurel Park Retail Holding LLC
112. Laurel Park Retail Properties LLC
113. Layton Hills Mall CMBS, LLC
114. Lexington Joint Venture
115. LHM-Utah, LLC
116. Madison Joint Venture, LLC
117. Madison/East Towne, LLC
118. Madison/West Towne, LLC
119. Mall del Norte, LLC
120. Mayfaire GP, LLC
121. Mayfaire Town Center, LP
122. MDN/Laredo GP, LLC
123. Meridian Mall Limited Partnership
124. Mid Rivers Land LLC
125. Mid Rivers Mall CMBS, LLC
126. Monroeville Anchor Limited Partnership
127. Montgomery Partners, L.P.
128. Mortgage Holdings, LLC

- 129. Multi-GP Holdings, LLC
- 130. North Charleston Joint Venture II, LLC
- 131. Northgate SAC, LLC
- 132. Northpark Mall/Joplin, LLC
- 133. Old Hickory Mall Venture
- 134. Old Hickory Mall Venture II, LLC
- 135. Parkdale Anchor M, LLC
- 136. Parkdale Crossing Limited Partnership
- 137. Parkdale Mall Associates, L.P.
- 138. Parkdale Mall, LLC
- 139. Parkway Place Limited Partnership
- 140. Parkway Place SPE, LLC
- 141. Pearland Ground, LLC
- 142. Pearland Town Center GP, LLC
- 143. Pearland Town Center Limited Partnership
- 144. Pearland-OP Parcel 8, LLC
- 145. POM-College Station, LLC
- 146. Port Orange Holdings II, LLC
- 147. Seacoast Shopping Center Limited Partnership
- 148. Shoppes at St. Clair CMBS, LLC
- 149. South County Shoppingtown LLC
- 150. Southaven Town Center, LLC
- 151. Southaven Towne Center II, LLC
- 152. SouthPark Mall, LLC
- 153. SouthPark Mall-DSG, LLC
- 154. St. Clair Square GP I, LLC
- 155. St. Clair Square Limited Partnership
- 156. St. Clair Square SPE, LLC
- 157. Stroud Mall, LLC
- 158. Tenn-GP Holdings, LLC
- 159. The Courtyard at Hickory Hollow Limited Partnership
- 160. The Landing at Arbor Place II, LLC
- 161. The Pavilion at Port Orange, LLC
- 162. TN-Land Parcels, LLC
- 163. Turtle Creek Limited Partnership
- 164. TX-Land Parcels, LLC
- 165. Valley View Mall SPE, LLC
- 166. Volusia Mall GP, Inc.
- 167. Volusia Mall Limited Partnership
- 168. Volusia SAC, LLC
- 169. Volusia-OP Peripheral, LLC
- 170. West Towne District, LLC
- 171. Westgate Crossing Limited Partnership
- 172. WestGate Mall II, LLC

- 173. WestGate Mall Limited Partnership
- 174. WI-Land Parcels, LLC
- 175. York Galleria Limited Partnership

Fill in this information to identify the case:

Debtor name: CBL & Associates Limited Partnership
 United States Bankruptcy Court for the Southern District of Texas
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of consolidated creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.¹

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Delaware Trust Company as Indenture Trustee Attn.: Michelle Dreyer, Corporate Trust Administration 251 Little Falls Drive Wilmington, Delaware 19808	Attn.: Michelle Dreyer, Corporate Trust Administration Phone: (866) 403-5272 Facsimile: (302) 636 5454 Email: michelle.dreyer@cscgfm.com	Unsecured Notes				\$1,381,900,000.00
2	Husch Blackwell LLP Attn.: Ron Feldman P.O. Box 790379 St. Louis, Missouri 63179	Attn.: Ron Feldman Phone: (423) 266-5500 Email: remit@huschblackwell.com	Legal Services				\$126,807.48
3	CCI Construction of SC Inc. Attn.: Derick Owens 130 Venture Boulevard., Suite 1 Spartanburg, South Carolina 29306-3801	Attn.: Derick Owens Phone: (864) 587-0852 Email: ccidereck@yahoo.com	Trade Payable				\$93,596.00
4	ERMC LLC Attn.: Tamie Morgan 2226 Encompass Drive, Suite 116 Chattanooga, Tennessee 37421-1576	Attn.: Tamie Morgan Phone: (423) 899-2753 Email: tamie.morgan@ermc2.com	Trade Payable				\$58,865.90
5	Recycling & Waste Solutions LLC Attn.: Nancy Settle 3 Dickinson Drive, Suite 103 Brandywine 4 Building Chadds Ford, Pennsylvania 19317	Attn.: Nancy Settle Phone: (484) 849-7027 Email: nsettle@rwsfacilityservices.com	Trade Payable				\$50,789.94
6	SecurAmerica LLC Attn.: Tamie Morgan 3399 Peachtree Road, NE, Suite 1500 Atlanta, Georgia 30326-1151	Attn.: Tamie Morgan Phone: (404) 926-4222 Email: tamie.morgan@ermc2.com	Trade Payable				\$37,158.38
7	Charleston County Attn.: Mary Tinkler 4045 Bridge View Drive North Charleston, South Carolina 29405	Attn.: Mary Tinkler Phone: (843) 202-6080 Email: stormwater@charlestoncounty.org	Trade Payable				\$35,231.80

¹ The following is a consolidated list of creditors holding the 30 largest unsecured claims against the above-captioned debtor and its affiliated debtors (the "Debtors"). The list reflects amounts from the Debtors' books and records as of October 29, 2020.

Debtor CBL & Associates Limited Partnership
Name _____Case number (if known) 20-____ ()

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
8	Subway Real Estate LLC Attn.: Christopher Ferguson 325 Sub Way Milford, Connecticut 06461-3081	Attn.: Christopher Ferguson Phone: (800) 888-4848 Email: Ferguson_c@subway.com	Trade Payable				\$30,000.00
9	Miller-McCoy, Inc. Attn.: R. Wayne McCoy 915 Creekside Road Chattanooga, Tennessee 37406	Attn.: R. Wayne McCoy Phone: (423) 698-2661 Email: rmccoy@millermccoy.com	Trade Payable				\$23,861.47
10	Jones Lang LaSalle Brokerage Inc. Attn.: Marti Johnson 200 E. Randolph Street, Suite 4300 Chicago, Illinois 60601-6519	Attn.: Marti Johnson Phone: (251) 301-7248 Email: Marti.Johnson@am.jll.com	Trade Payable				\$23,848.00
11	Boen Plumbing Inc. Attn.: Stephanie Boen P.O. Box 21803 Waco, Texas 76702	Attn.: Stephanie Boen Phone: (254) 757-2500 Email: boenplumbing@sbcglobal.net	Trade Payable				\$19,173.45
12	KONE Inc. Attn.: Paula Royer P.O. Box 3491 Carol Stream, Illinois 60132-3491	Attn.: Paula Royer Phone: (877) 276-8691 Email: Paula.Royer@kone.com	Trade Payable				\$16,477.90
13	Western Specialty Contractors Attn.: Carter Pogue 7401 Alabama Avenue St. Louis, Missouri 63111	Attn.: Carter Pogue Phone: (314) 773-8813 Email: daveec@westerngroup.com	Trade Payable				\$15,435.00
14	Piedmont Property Services, Inc. Attn.: P. Smaatt 404 Old Thomasville Road High Point, North Carolina 27260	Attn.: P. Smaatt Phone: (336) 886-6393 Email: ppsmaatt@northstate.net	Trade Payable				\$12,827.48
15	Palmetto Door Controls & Glass LLC Attn.: Heather Latshaw 1284 Surfside Industrial Park Surfside, South Carolina 29575	Attn.: Heather Latshaw Phone: (843) 839-0923 Email: heather@palmettodoorcontrols.com	Trade Payable				\$12,353.35
16	Brite Ideas Contracting, LLC Attn.: John Gingow 2156 Fineview Drive York, Pennsylvania 17406	Attn.: John Gingow Phone: (717) 575-9402 Email: johnsbriteideas@gmail.com	Trade Payable				\$12,062.50
17	Trane U.S. Inc. Attn.: Sam Shore P.O. Box 406469 Atlanta, Georgia 30384-6469	Attn.: Sam Shore Phone: (423) 296-1506 Email: smshore@trane.com	Trade Payable				\$10,526.13
18	Champions Real Estate Group LLC Attn.: Lin Teng 6117 Richmond Avenue, Suite 120 Houston, Texas 77057-6267	Attn.: Lin Teng Phone: (713) 847-6666 Email: lin@bellairefoodstreet.com	Trade Payable				\$10,466.16
19	Trimmers Holiday Décor Attn.: Dale Norwine 2650 59th Street Sarasota, Florida 34243	Attn.: Dale Norwine Phone: (941) 355-6655 Email: dale@trimmershd.com	Trade Payable				\$9,643.38
20	Foxhill Construction LLC Attn.: Joe Jones 139 Dogwood Lane Hampstead, North Carolina 28443	Attn.: Joe Jones Phone: (919) 384-6535 Email: joe@foxhillconstruction.com	Trade Payable				\$9,000.00

Debtor CBL & Associates Limited Partnership
NameCase number (if known) 20-____ ()

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
21	Florida Bulb & Ballast Inc. Attn.: Karen Jones 1617 Cooling Street Melbourne, Florida 32935-5905	Attn.: Karen Jones Phone: (321) 259-7882 Email: customerservice@flabulb.com	Trade Payable				\$8,109.90
22	Schindler Elevator Corporation Attn.: David O'Brien P.O. Box 93050 Chicago, Illinois 60673-3050	Attn.: David O'Brien Phone: (864) 627-5332 Fax: (412) 578-6600	Trade Payable				\$7,855.28
23	A & H Mechanical Contracting, Inc. Attn.: Cindy P.O. Box 38 Collinsville, Illinois 62234	Attn.: Cindy Phone: (618) 874-5588 Email: cindy@ahmech.com	Trade Payable				\$6,765.00
24	SoCo Services, LLC. Attn.: Chris 1001 Springwood Avenue, Unit #2 Gibsonville, North Carolina 27249	Attn.: Chris Phone: (336) 446-1334 Email: socoservices@yahoo.com	Trade Payable				\$6,363.00
25	AFL Network Services Inc. Attn.: Carolyn Price P.O. Box 896112 Charlotte, North Carolina 28283	Attn.: Carolyn Price Phone: (800) 368-1034 Email: carolyn.price@aflglobal.com	Trade Payable				\$6,300.86
26	DCO Construction LLC Attn.: Eladio Cuellar 50 E. Elizabeth Street Brownsville, Texas 78520	Attn.: Eladio Cuellar Phone: (956) 521-2578 Email: Ecuellardesigns@yahoo.com	Trade Payable				\$5,500.00
27	The Wilbert Group Attn.: M. Braykovich 1718 Peachtree Street, Suite 1048 Atlanta, Georgia 30309-2422	Attn.: M. Braykovich Phone: (404) 343-4080 Email: mbraykovich@thewilbertgroup.com	Trade Payable				\$5,250.00
28	JennMack Group LLC Attn.: Jennifer Irving 1327 Brewer Road Winston Salem, North Carolina 27127	Attn.: Jennifer Irving Phone: (412) 953-9827 Email: brisbanegroup99@yahoo.com	Trade Payable				\$5,230.00
29	Gettle Incorporated Attn.: Elizabeth Bair 325 Busser Road P.O. Box 337 Emigsville, Pennsylvania 17318-0337	Attn.: Elizabeth Bair Phone: (717) 843-1231 Email: ebair@gettle.com	Trade Payable				\$5,142.00
30	Nauman Mechanical Inc. Attn.: Nicole Foleno P.O. Box 407 Stroudsburg, Pennsylvania 18360	Attn.: Nicole Foleno Phone: (570) 476-7606 Email: nicole@naumaninc.com	Trade Payable				\$4,850.00

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re</p> <p>CBL & ASSOCIATES LIMITED PARTNERSHIP,</p> <p style="text-align: center;">Debtor.</p>	§ § § § § § § § § §	<p>Chapter 11</p> <p>Case No. 20– _____ ()</p>
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**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CBL & Associates Limited Partnership (the “**Operating Partnership**”) and its debtor and non-debtor subsidiaries¹. Pursuant to Rule 1007(a)(3) of the Bankruptcy Rules, the organizational chart identifies all holders having an equity interest in the above-captioned debtor in possession.

As set forth on Exhibit A, CBL & Associates Properties, Inc. (the “**REIT**”) owns 100% of the outstanding equity interests of CBL Holdings I, Inc. (“**Holdings I**”) and CBL Holdings II, Inc. (“**Holdings II**”).

Holdings I and Holdings II own approximately 1% and 96%, respectively, of the outstanding common units of the Operating Partnership. The remaining approximately 3% of the outstanding common units, including three (3) series of special common units, issued by the Operating Partnership are held by various third parties.²

¹ Exhibit A does not reflect any inactive subsidiaries of CBL & Associates Properties, Inc.

² The Series S special common units are held by entities involved in the Monroeville Mall acquisition (0.77%). The Series L special common units are held by one entity involved in the Laurel Park Mall acquisition (0.28%). The Series K special common units are held by entities that were involved in the acquisition of the Copaken Portfolio (0.43%).

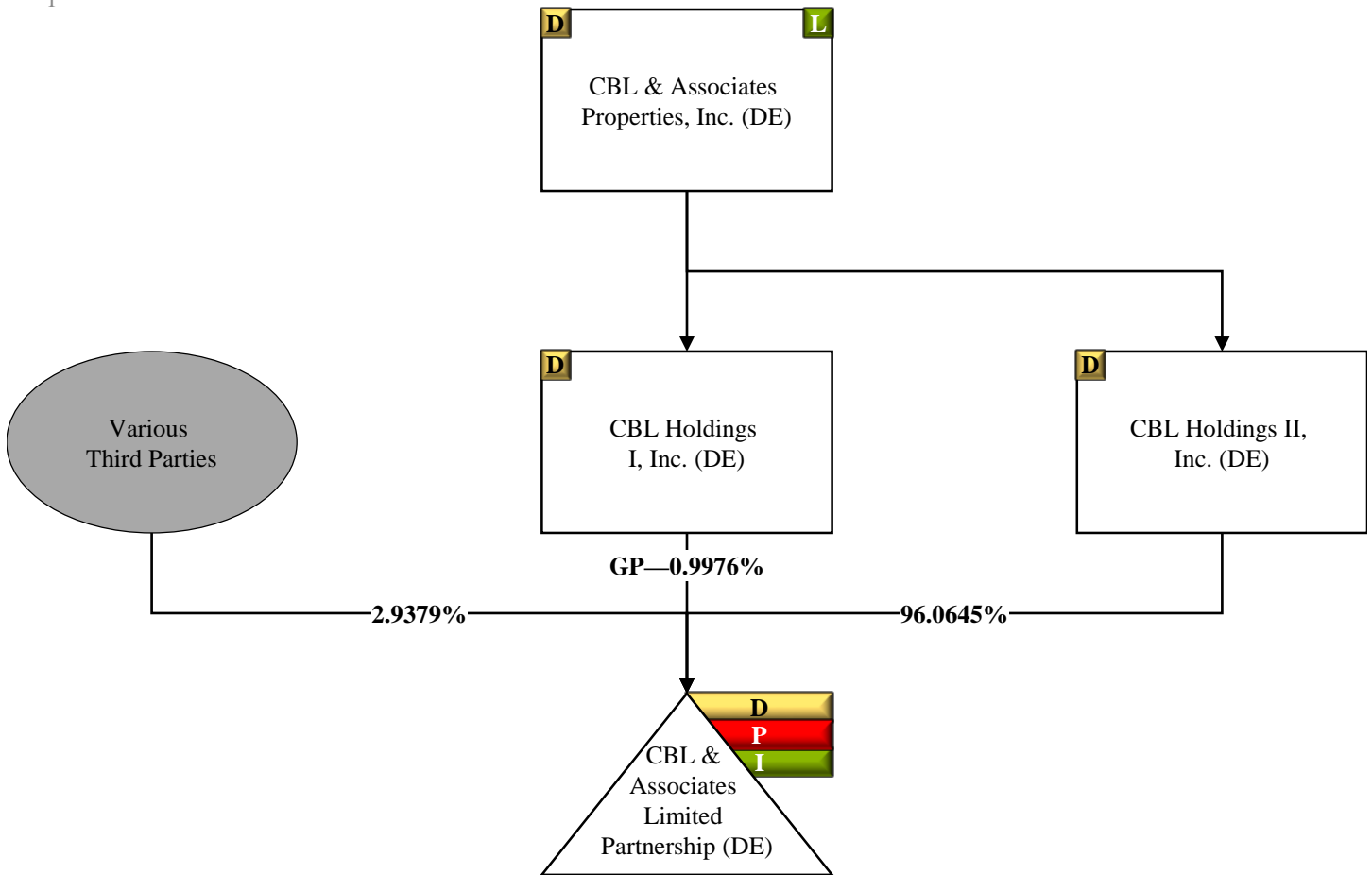
Holdings II owns 100% of the preferred units issued by the Operating Partnership.

Except as set forth in the following sentence, the Operating Partnership owns, either directly or indirectly, 100% of the outstanding equity interests in the remaining Debtors. The REIT owns (i) 0.1% of the equity interests in CoolSprings Crossing Limited Partnership and (ii) less than 0.05% of the equity interests in Henderson Square Limited Partnership.

Exhibit A

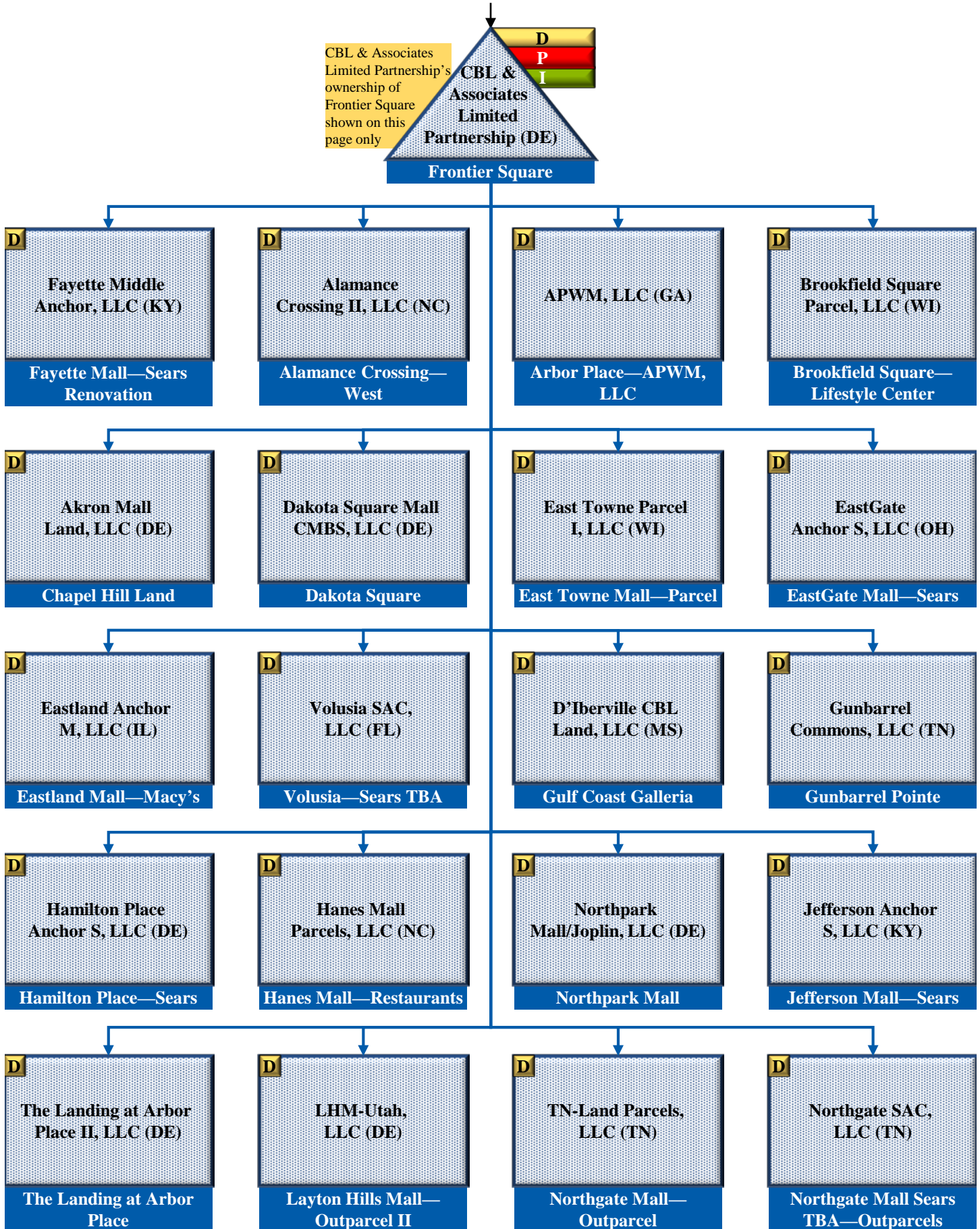
Organizational Chart

1

UPPER TIER OWNERSHIP & KEY

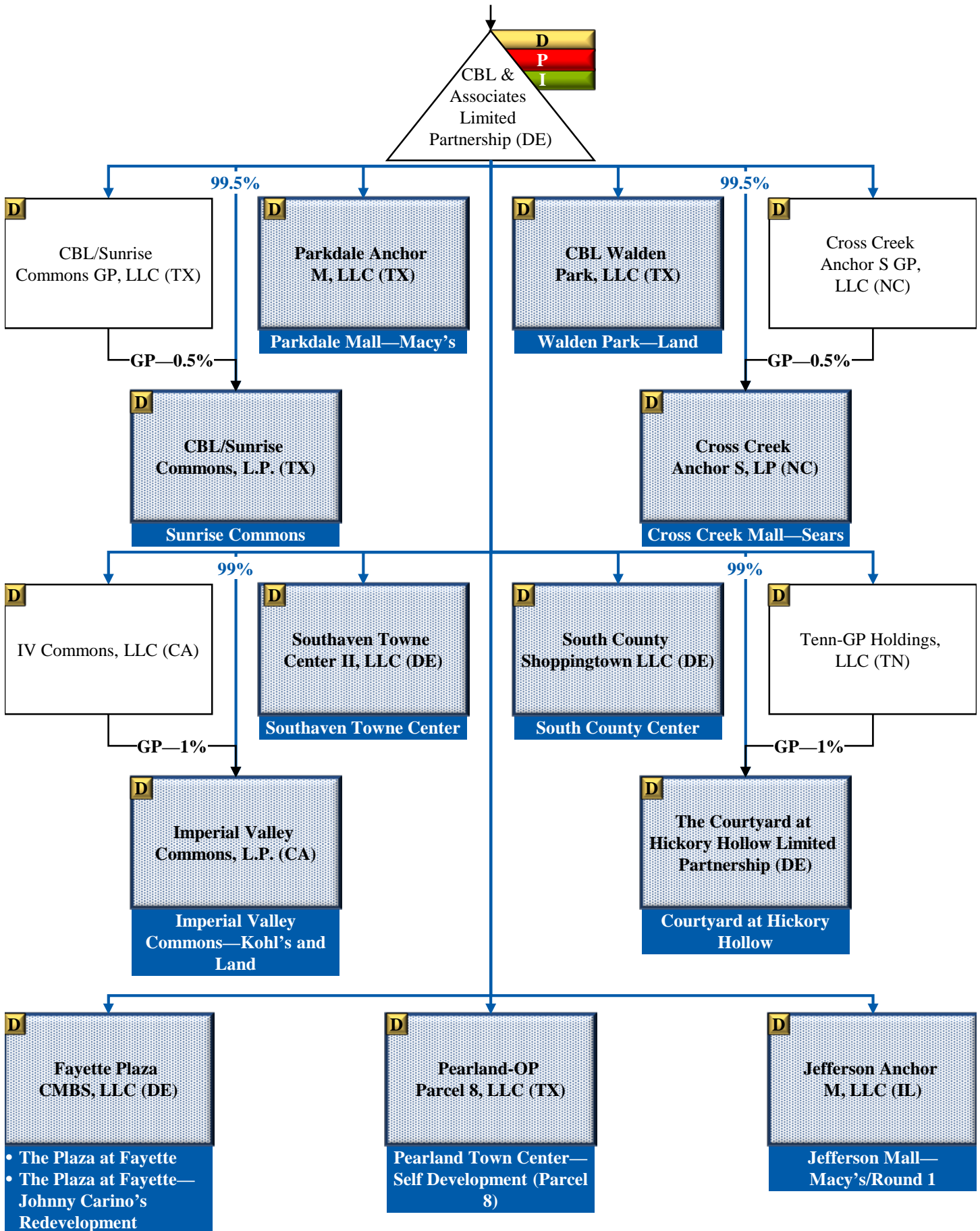
Colors	Items	Abbreviations	Ownership
	Non-member Manager - ->	CM—Chief Manager	CBL & Associates Limited Partnership →
	Equity Ownership →	GP—General Partner	CBL & Associates Management, Inc. →
	Property Name	MGP—Managing General Partner	Mortgage Holdings, LLC →
	Note	MM—Managing Member	
	Debtor D	Credit Facility	Bonds
	Shapes	Grantor G	Guarantor U
		Issuer I	Issuer I
		Pledged Subsidiary S	Limited Guarantor L
		Pledgor P	
		General Notes	
		1. Ownership assumed to be 100% unless otherwise noted.	
		2. Unless entity has only one member, ownership is assumed to be non-controlling unless otherwise noted.	
		3. CBL & Associates Management, Inc. owns various unencumbered parcels that have not been noted on this chart.	
		4. These charts exclude certain inactive subsidiaries of CBL & Associates Properties, Inc. that do not currently own assets or engage in business activity.	

CBL & ASSOCIATES LIMITED PARTNERSHIP SUBSIDIARIES

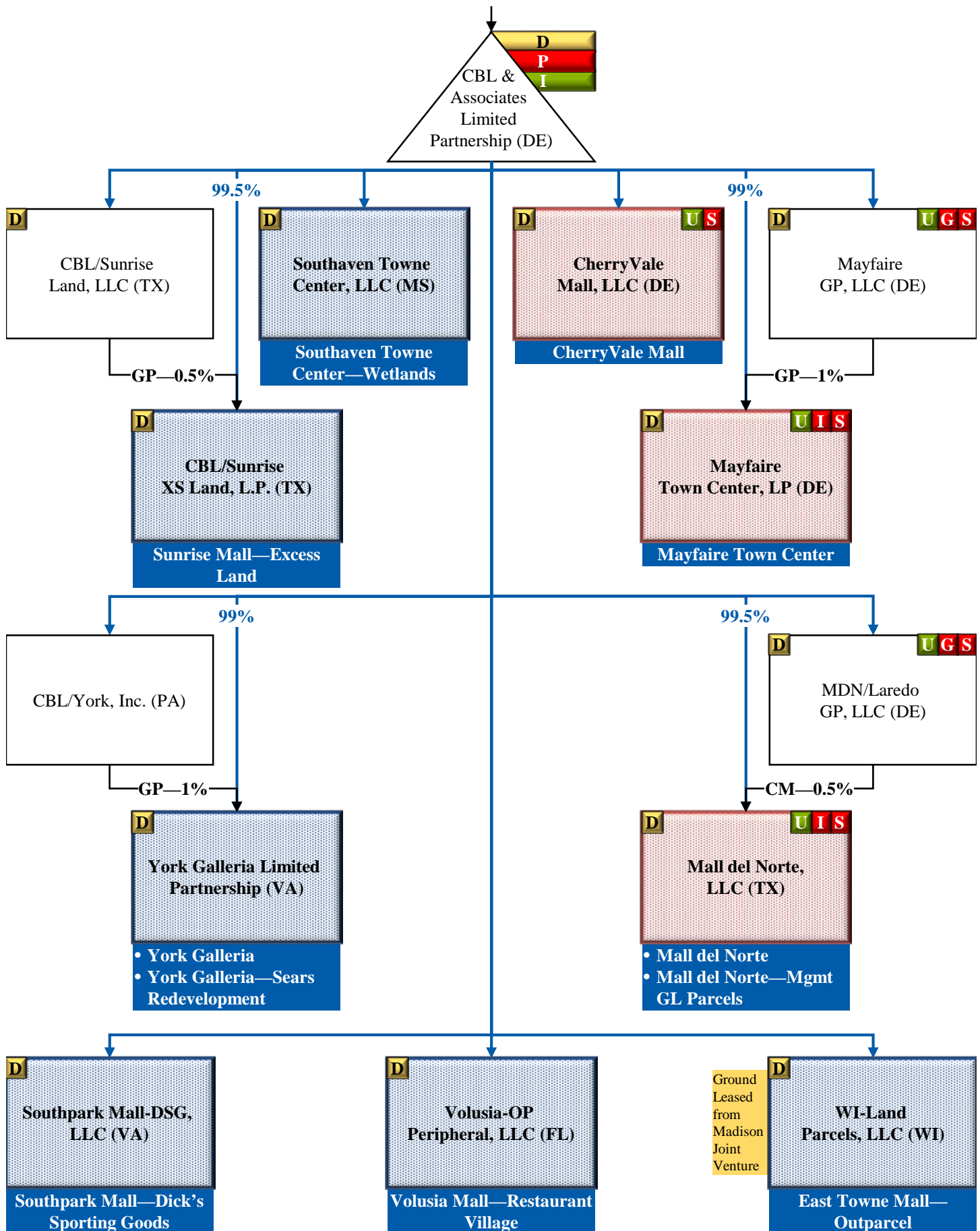


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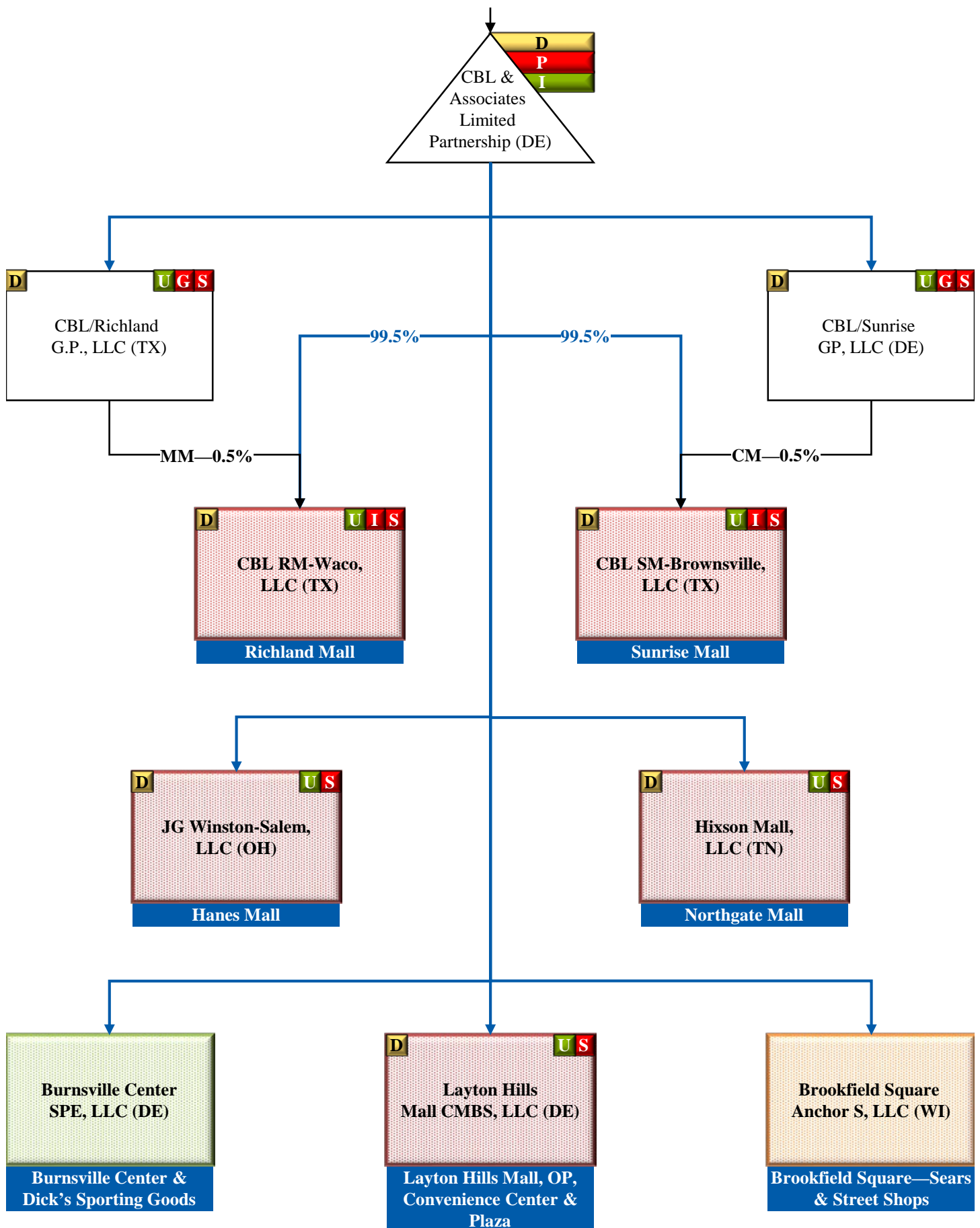
CBL & ASSOCIATES LIMITED PARTNERSHIP SUBSIDIARIES



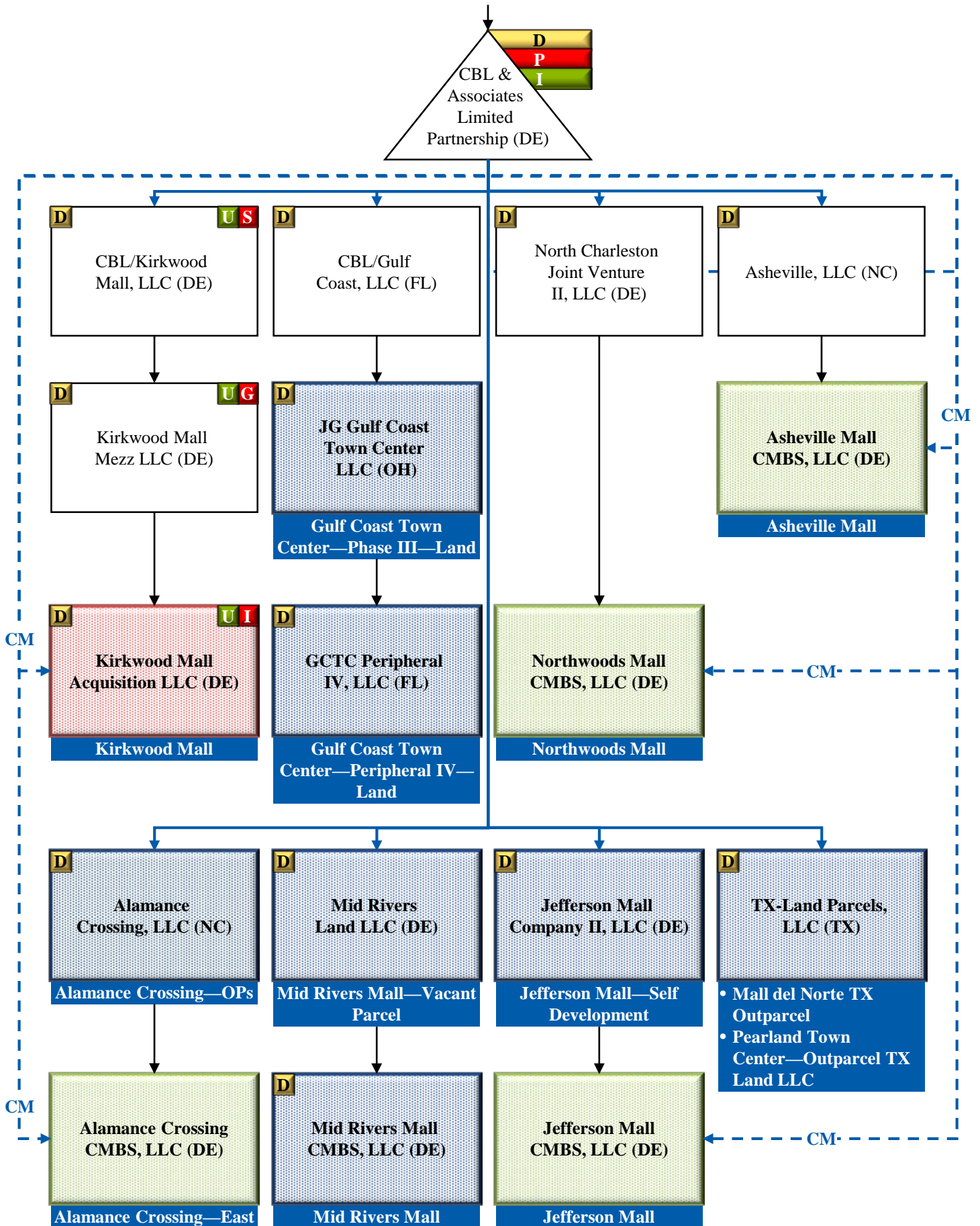
CBL & ASSOCIATES LIMITED PARTNERSHIP SUBSIDIARIES



CBL & ASSOCIATES LIMITED PARTNERSHIP SUBSIDIARIES

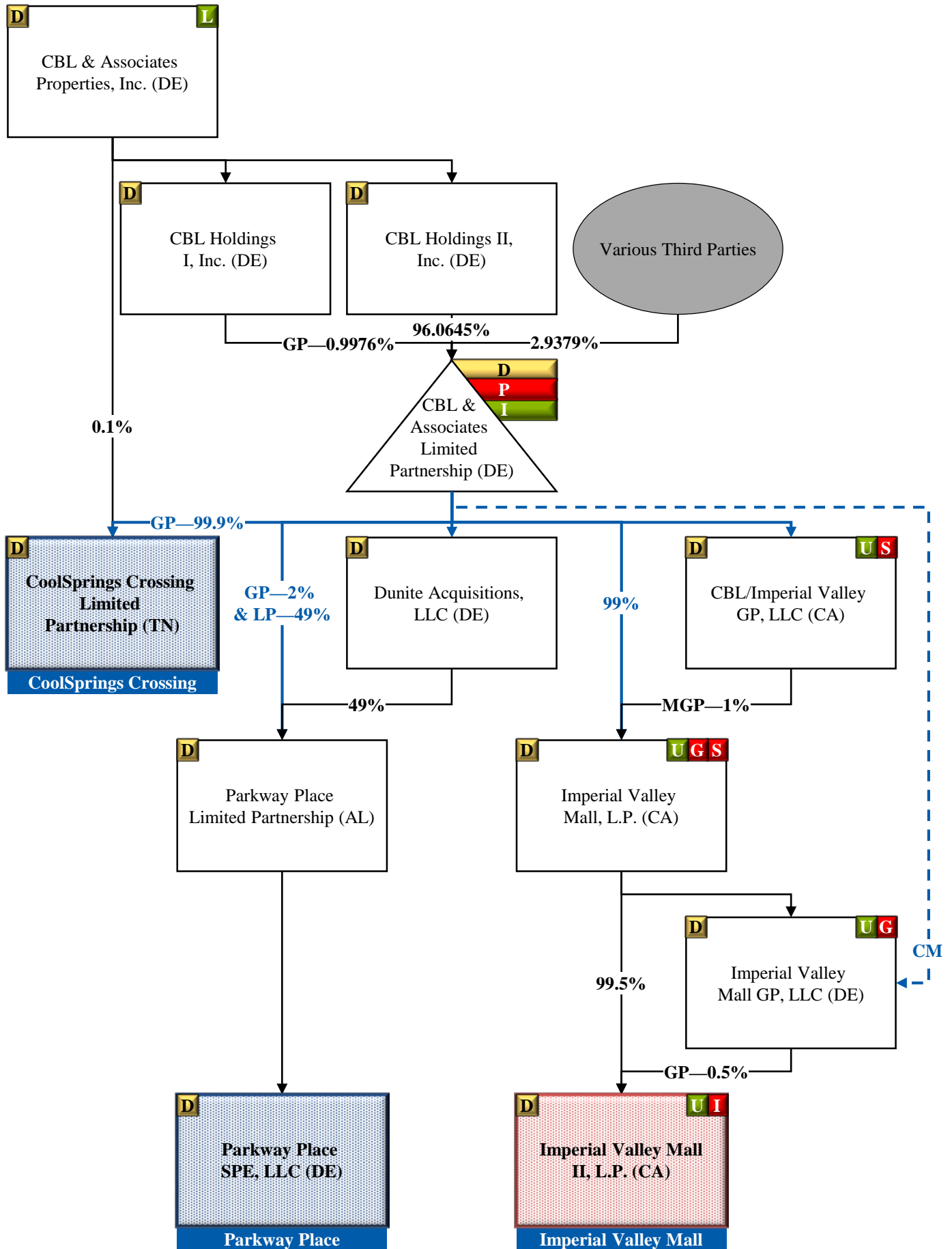


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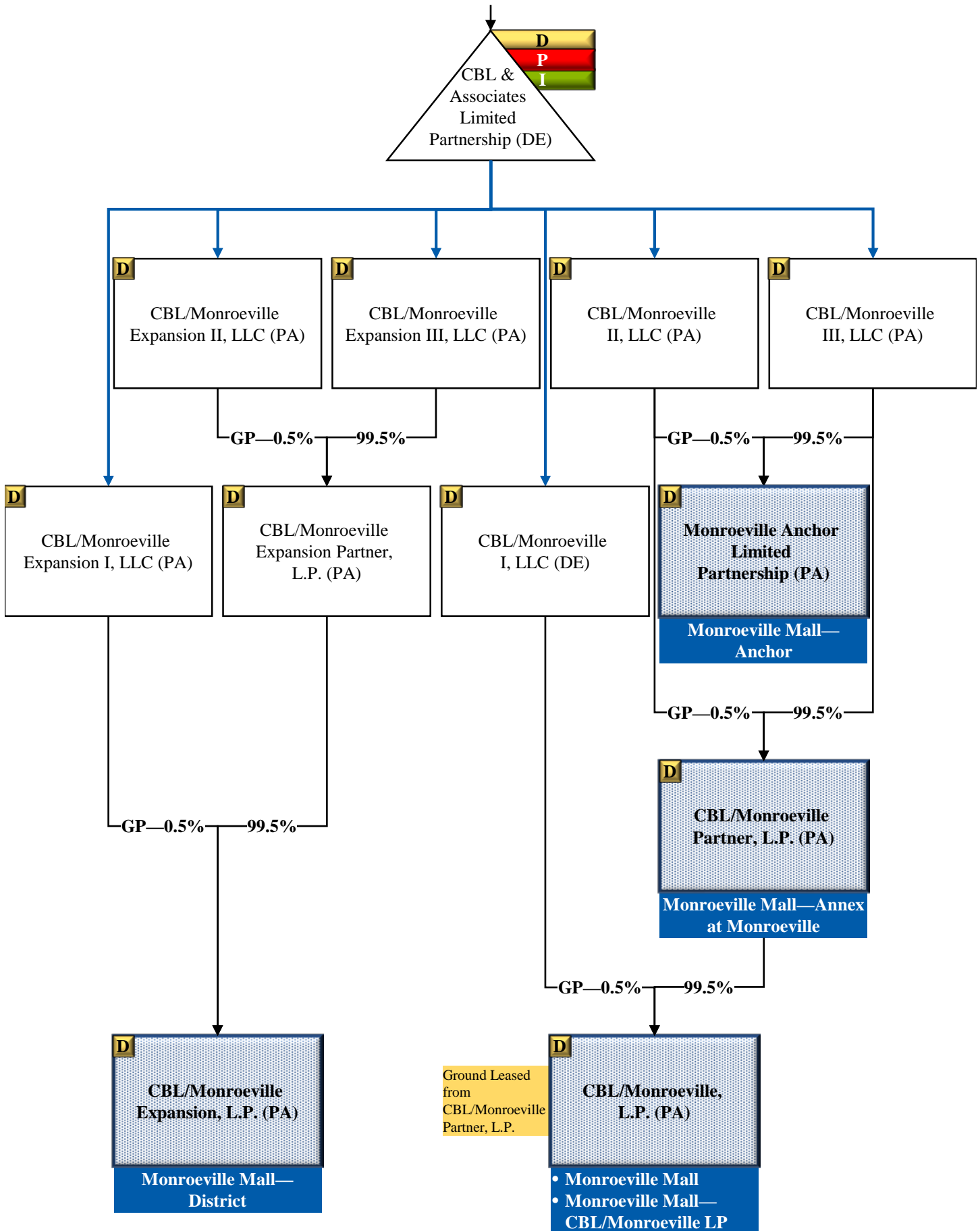


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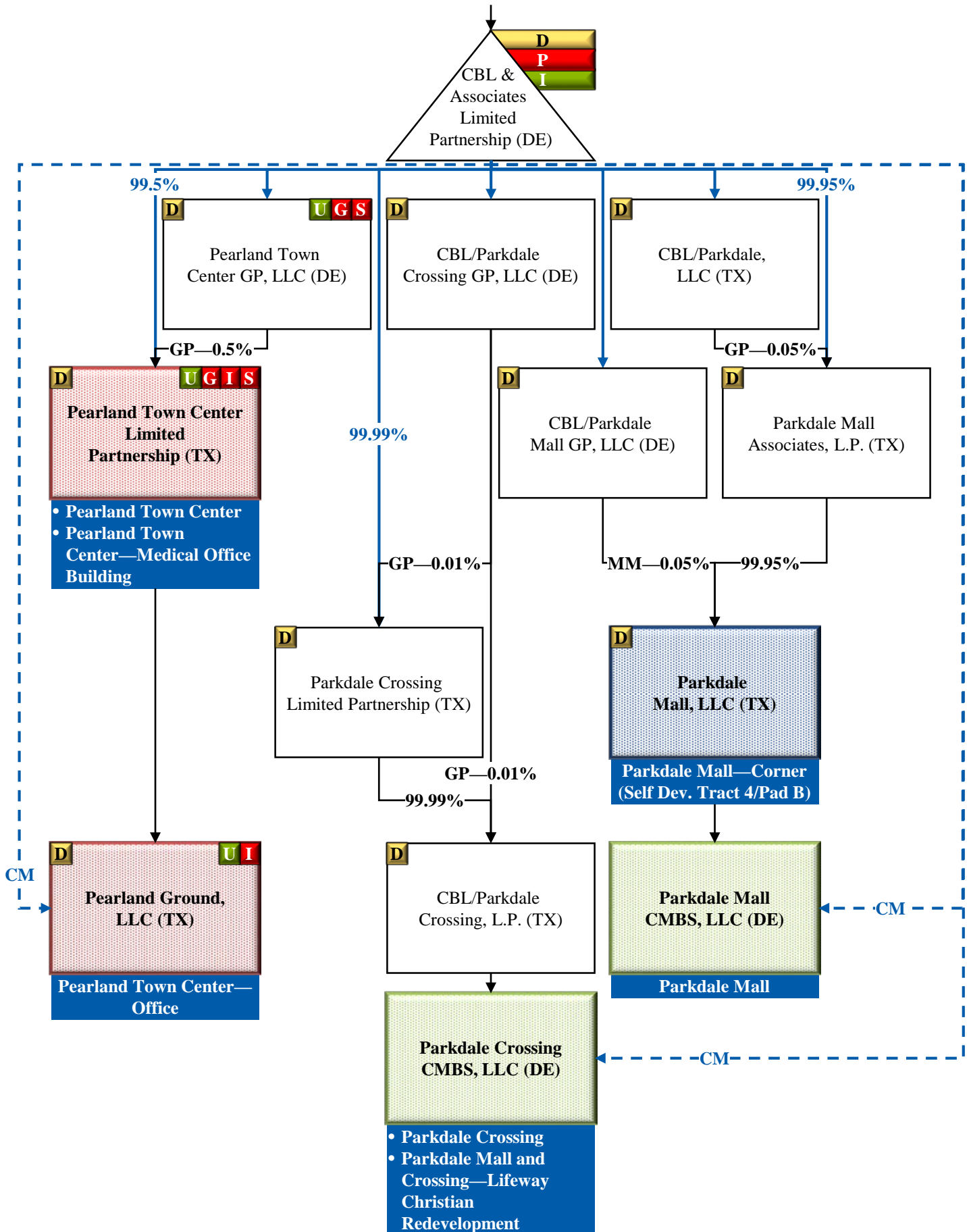
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CBL & ASSOCIATES LIMITED PARTNERSHIP SUBSIDIARIES

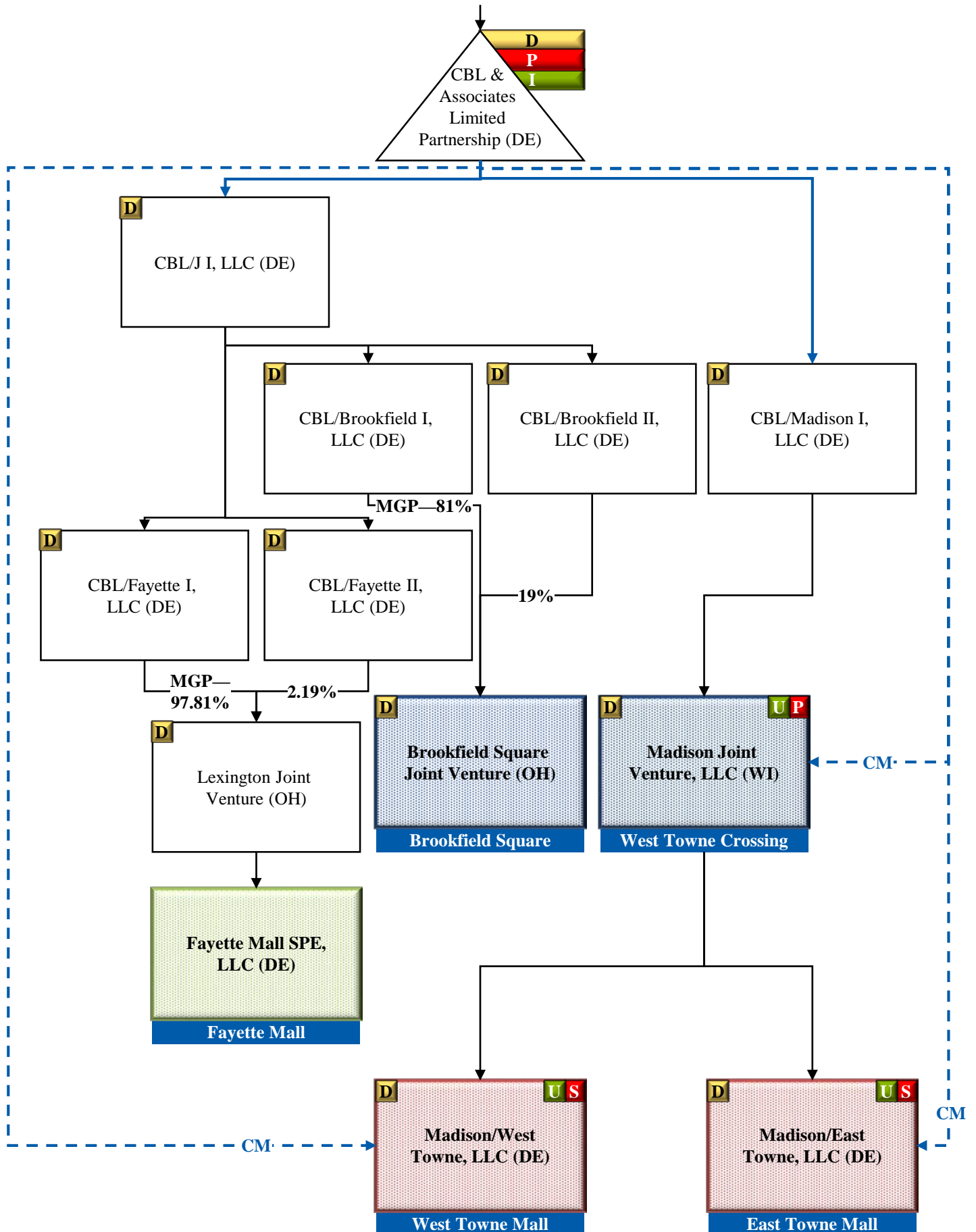


CBL & ASSOCIATES LIMITED PARTNERSHIP SUBSIDIARIES



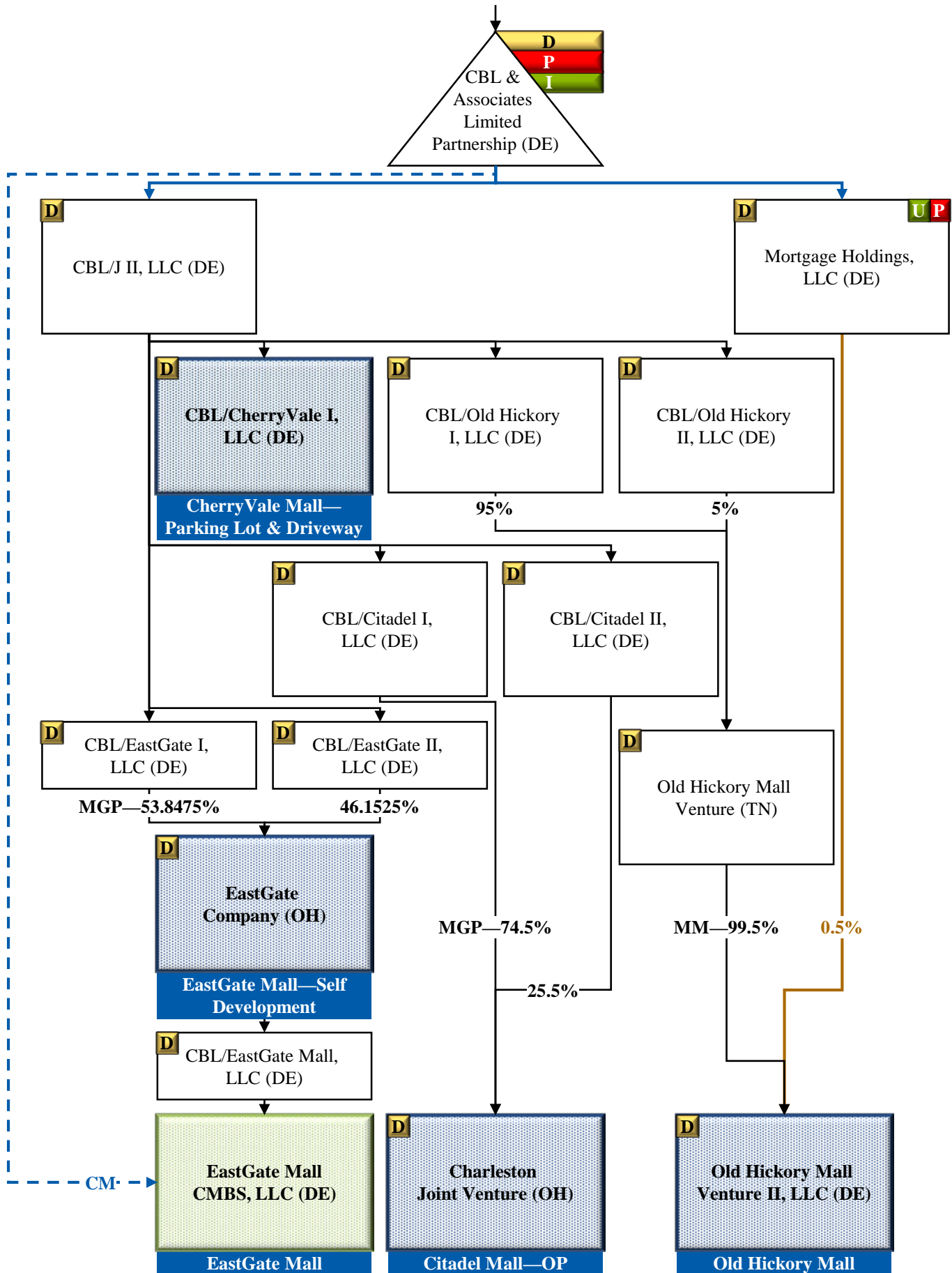
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MADISON JOINT VENTURE, LLC & CBL/J I, LLC SUBSIDIARIES



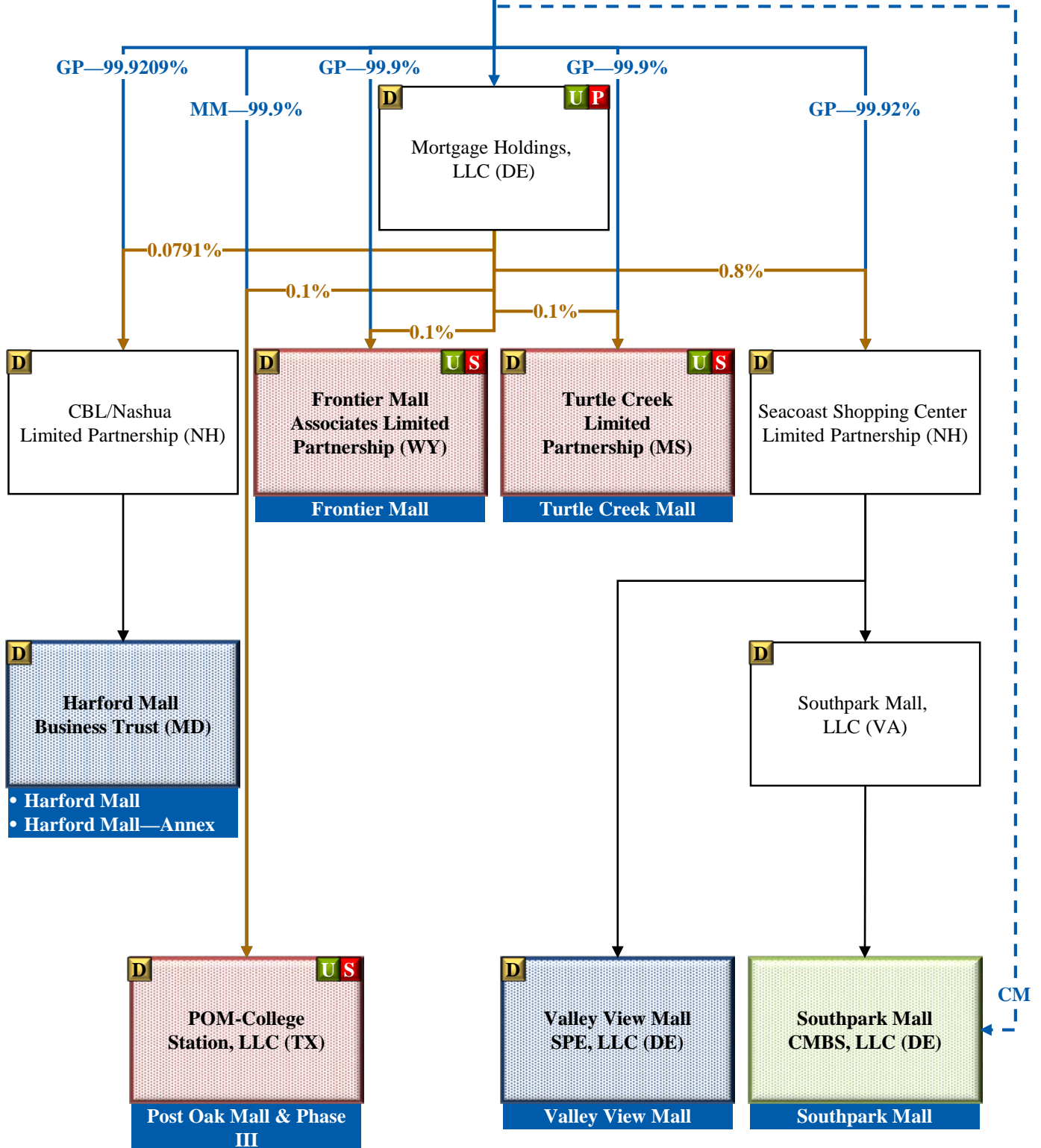
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CBL/J II, LLC & MORTGAGE HOLDINGS, LLC SUBSIDIARIES



CBL & Associates Limited Partnership (DE)

D
P
I



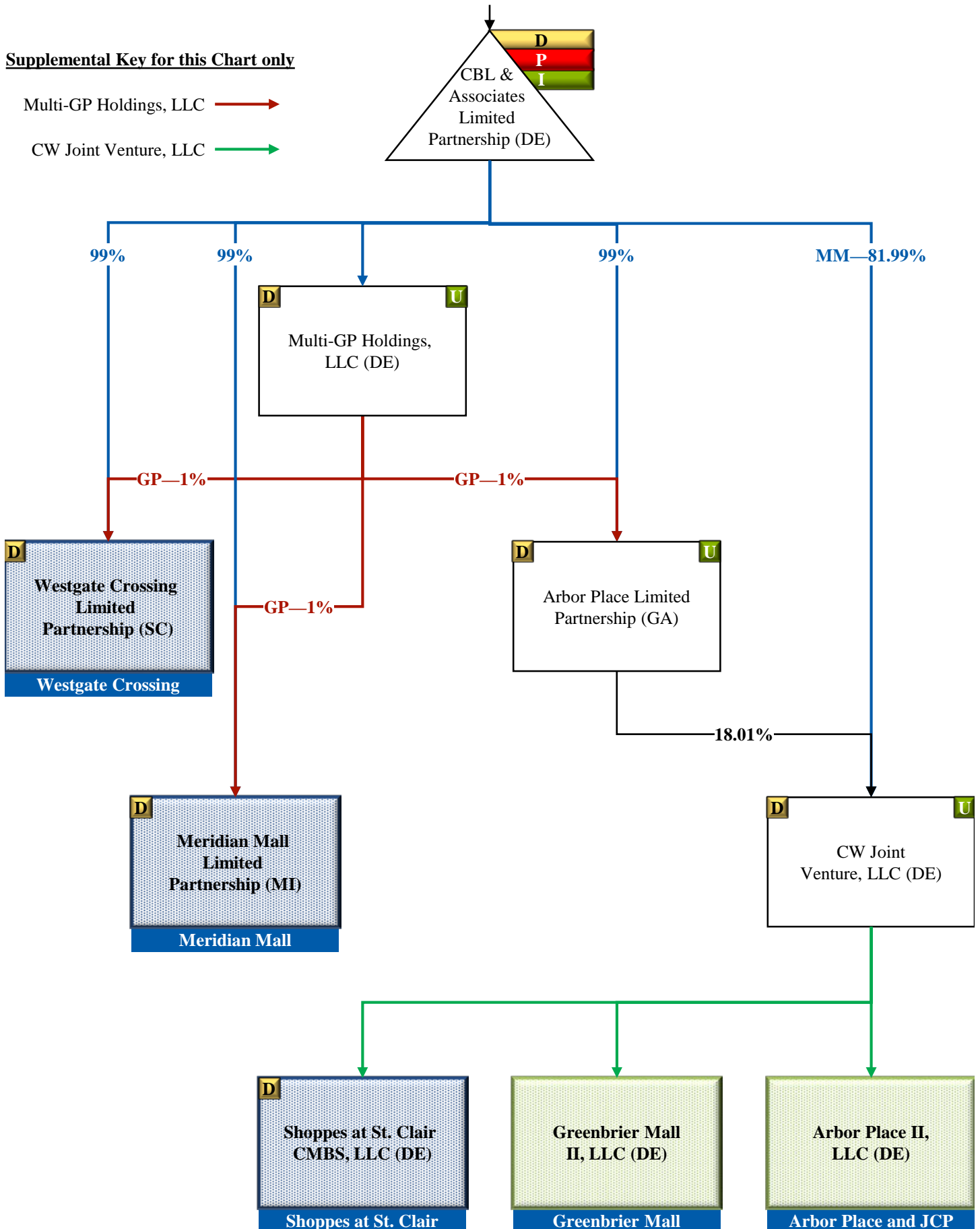
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MULTI-GP HOLDINGS, LLC SUBSIDIARIES

Supplemental Key for this Chart only

Multi-GP Holdings, LLC →

CW Joint Venture, LLC →



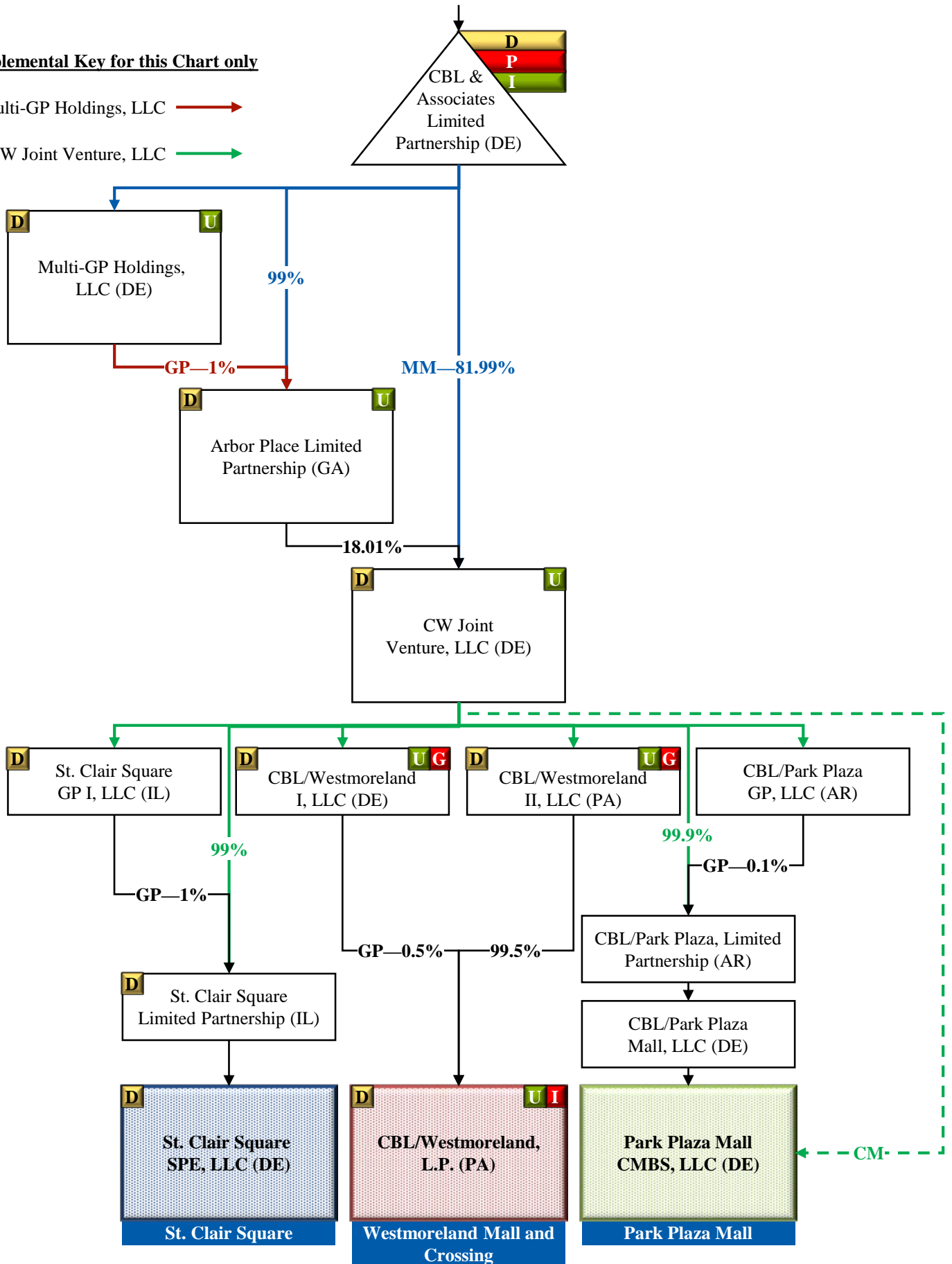
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MULTI-GP HOLDINGS, LLC SUBSIDIARIES

Supplemental Key for this Chart only

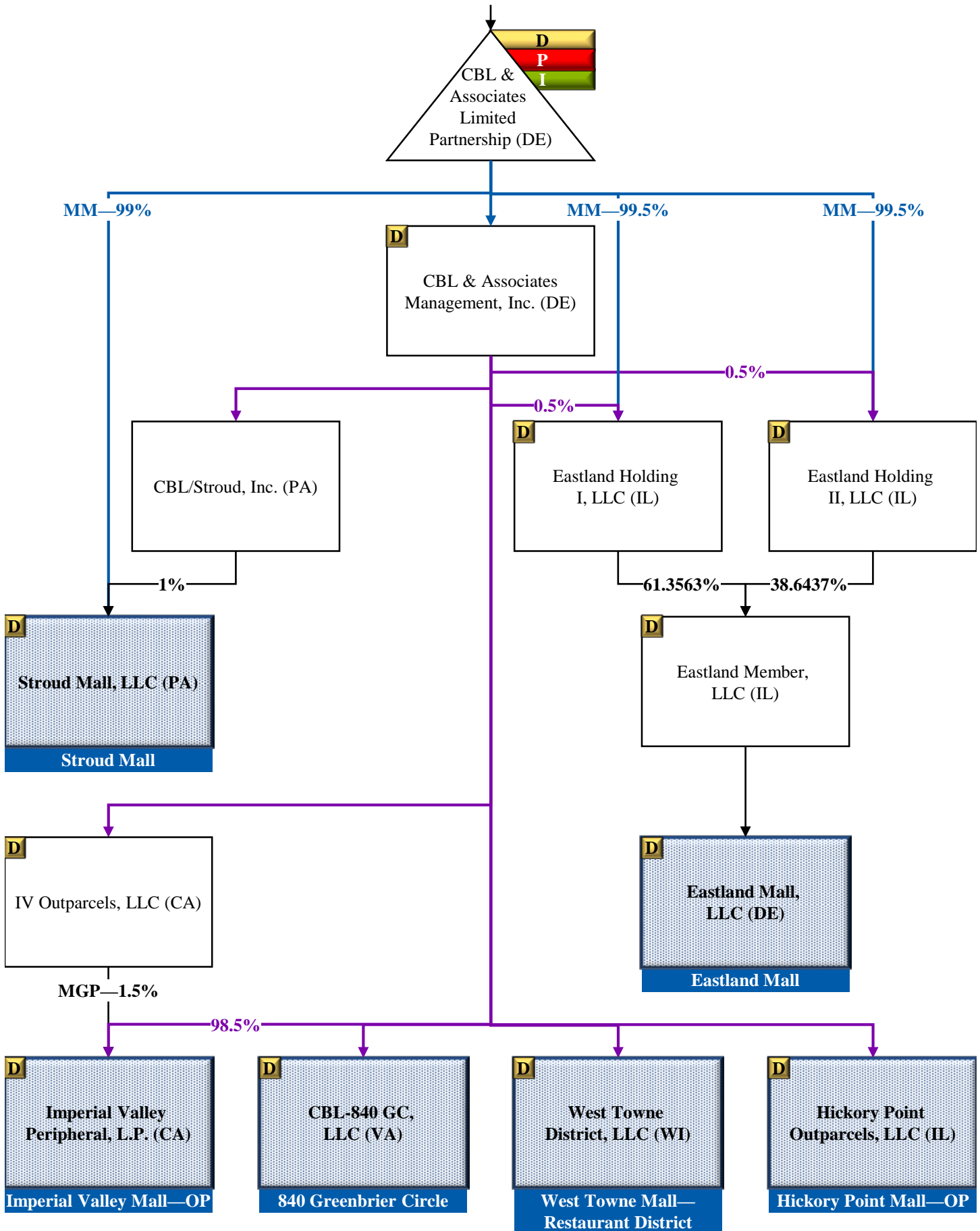
Multi-GP Holdings, LLC →

CW Joint Venture, LLC →



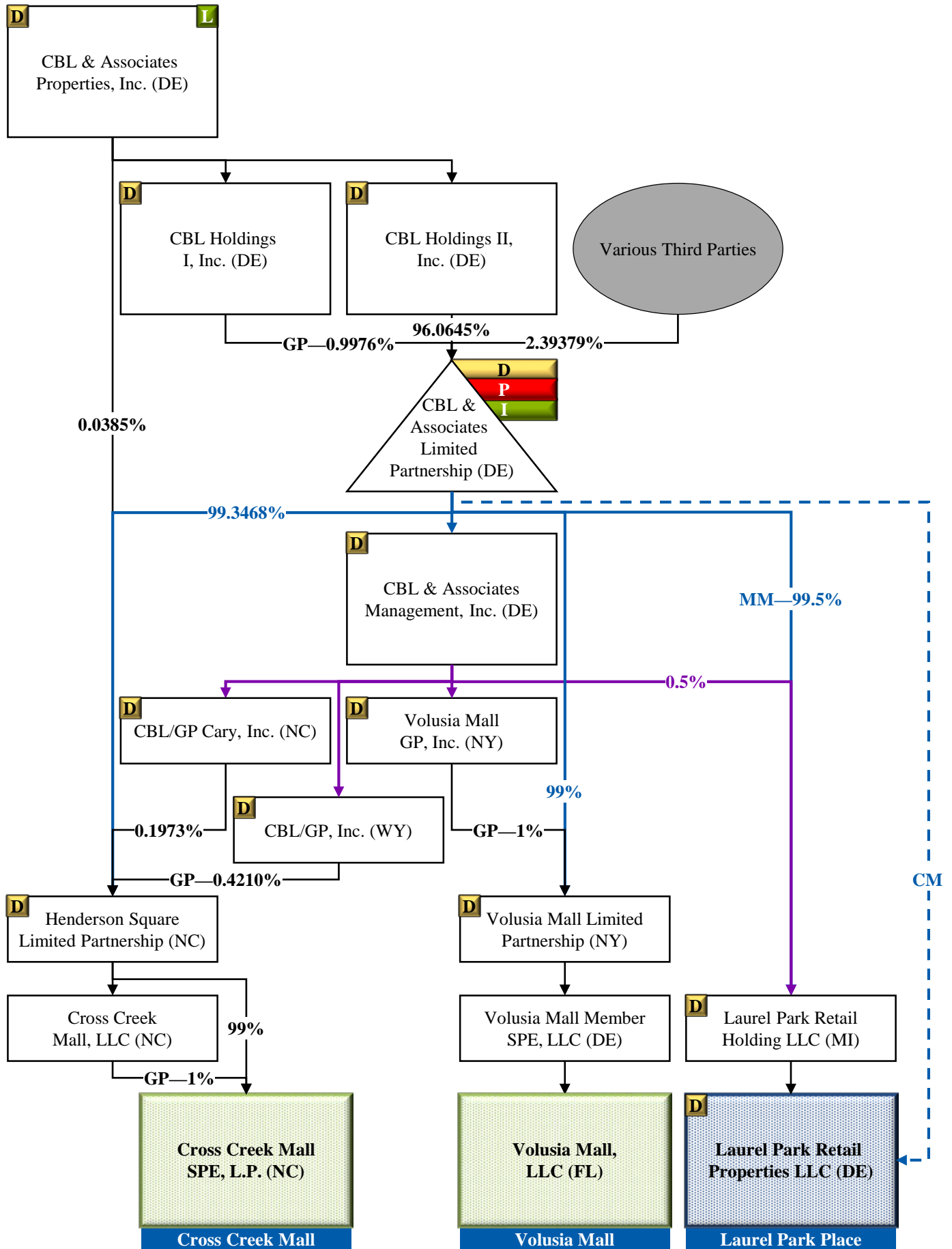
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CBL & ASSOCIATES MANAGEMENT, INC. SUBSIDIARIES



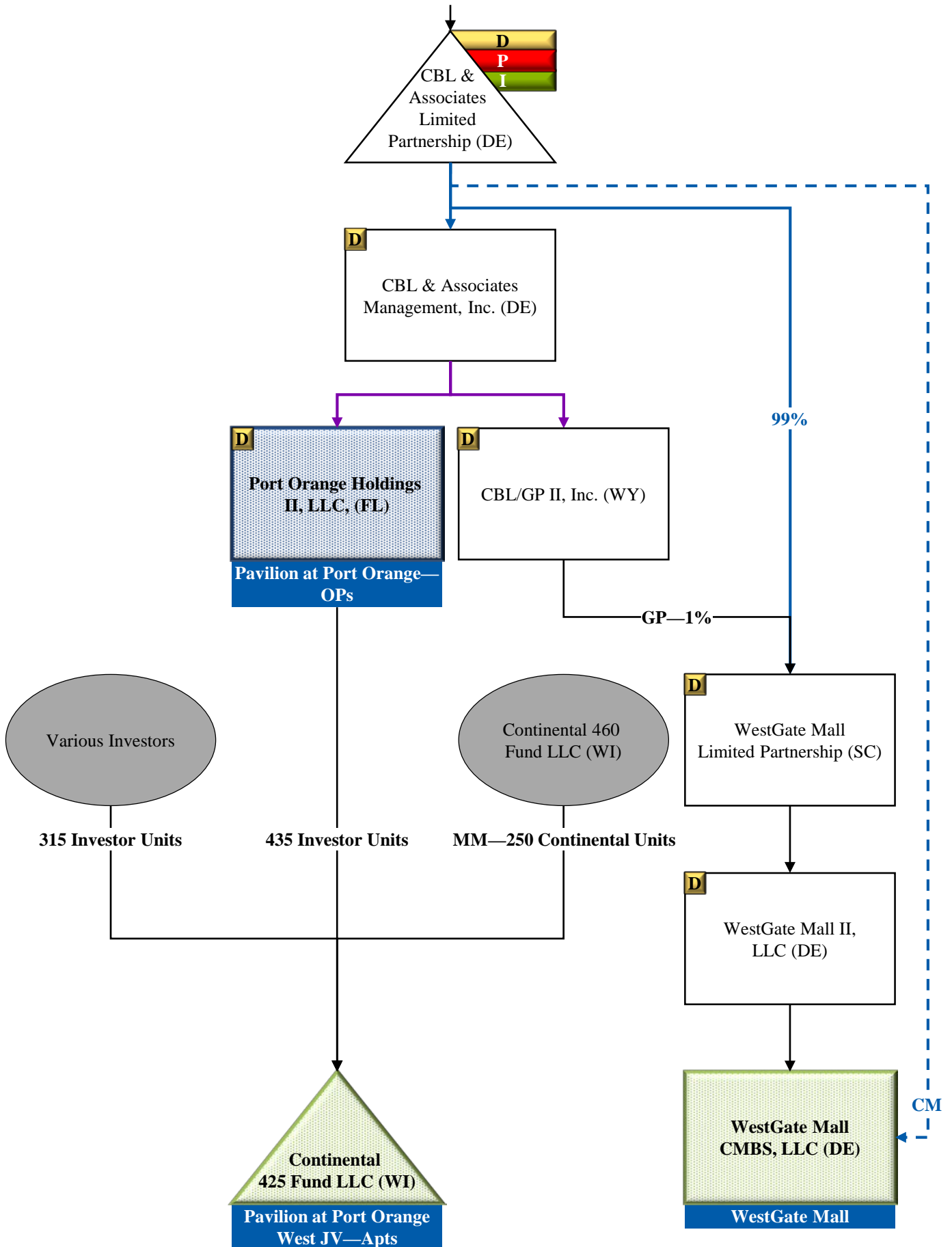
CBL & ASSOCIATES MANAGEMENT, INC. SUBSIDIARIES

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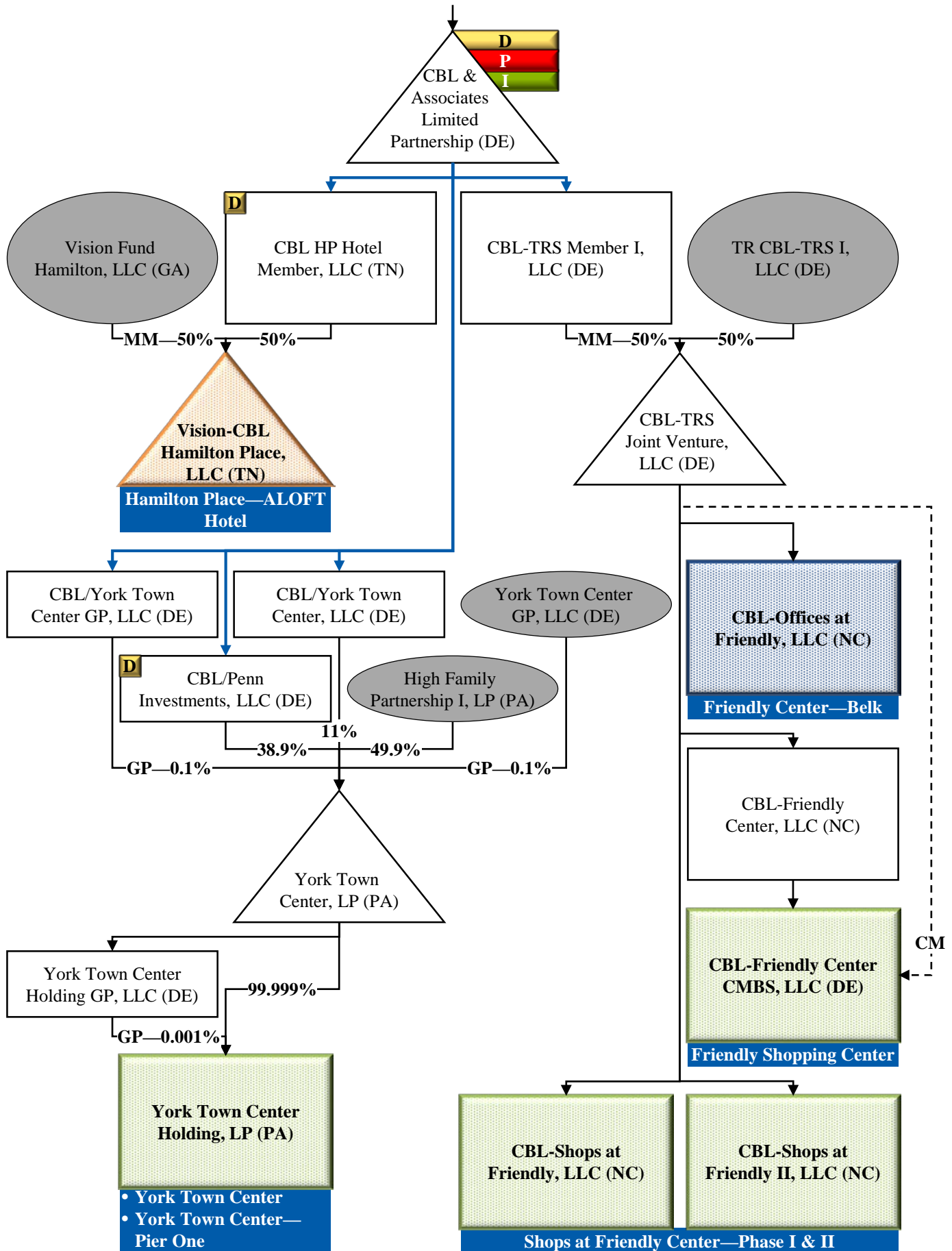


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CBL & ASSOCIATES MANAGEMENT, INC. SUBSIDIARIES

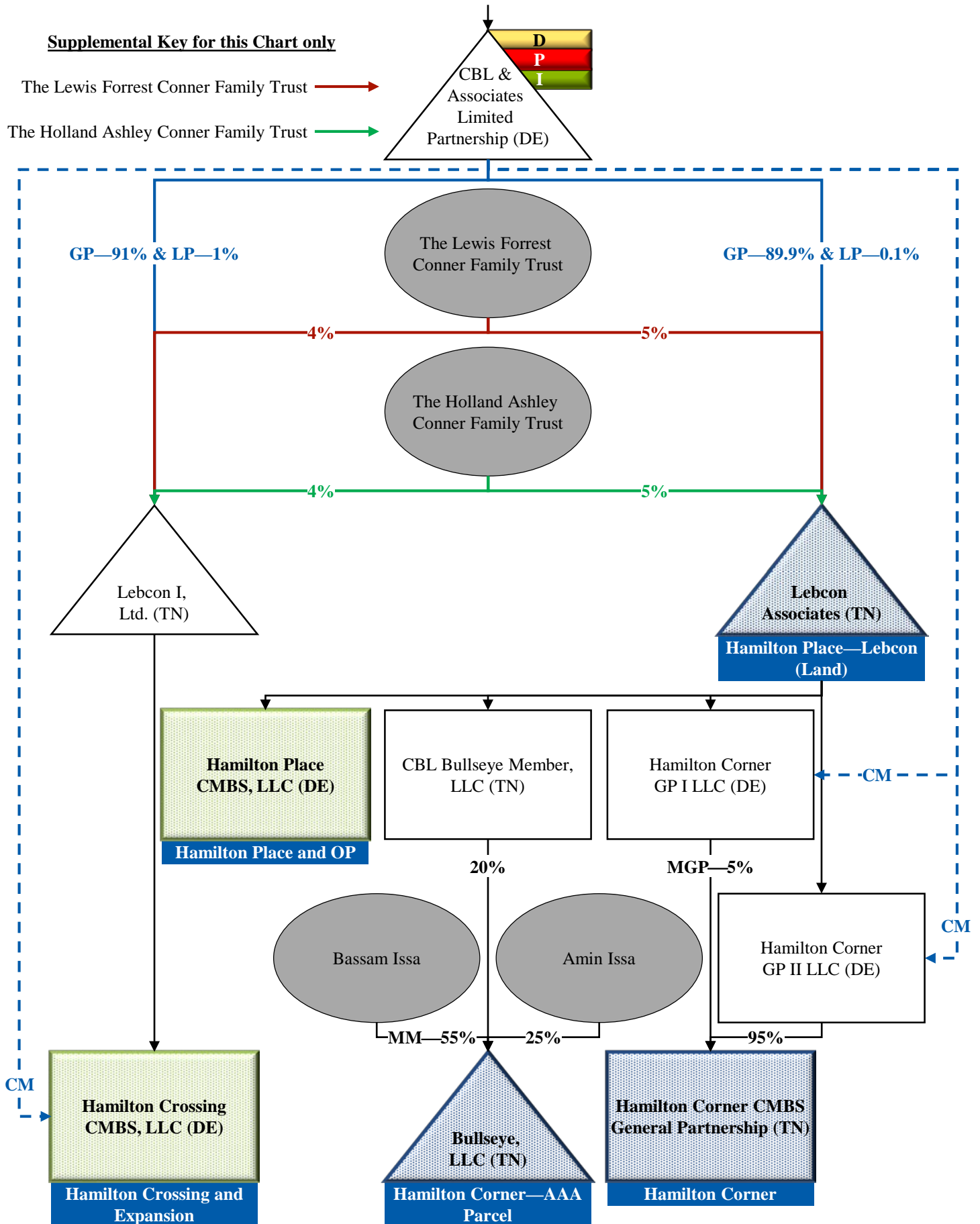


18

CBL & ASSOCIATES LIMITED PARTNERSHIP**3RD PARTY**

Supplemental Key for this Chart only

The Holland Ashley Conner Family Trust



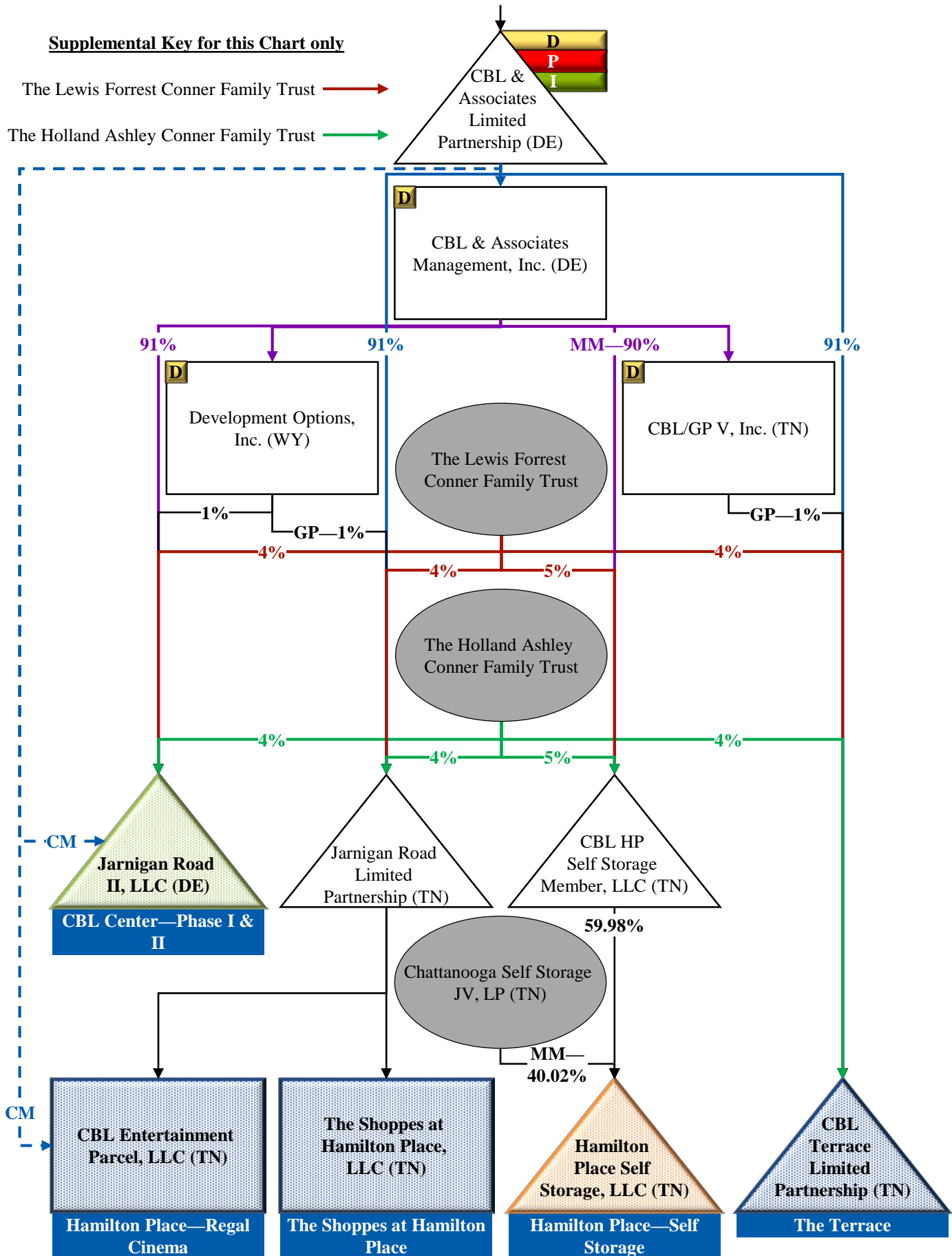
CBL & ASSOCIATES MANAGEMENT, INC.
3RD PARTY

20

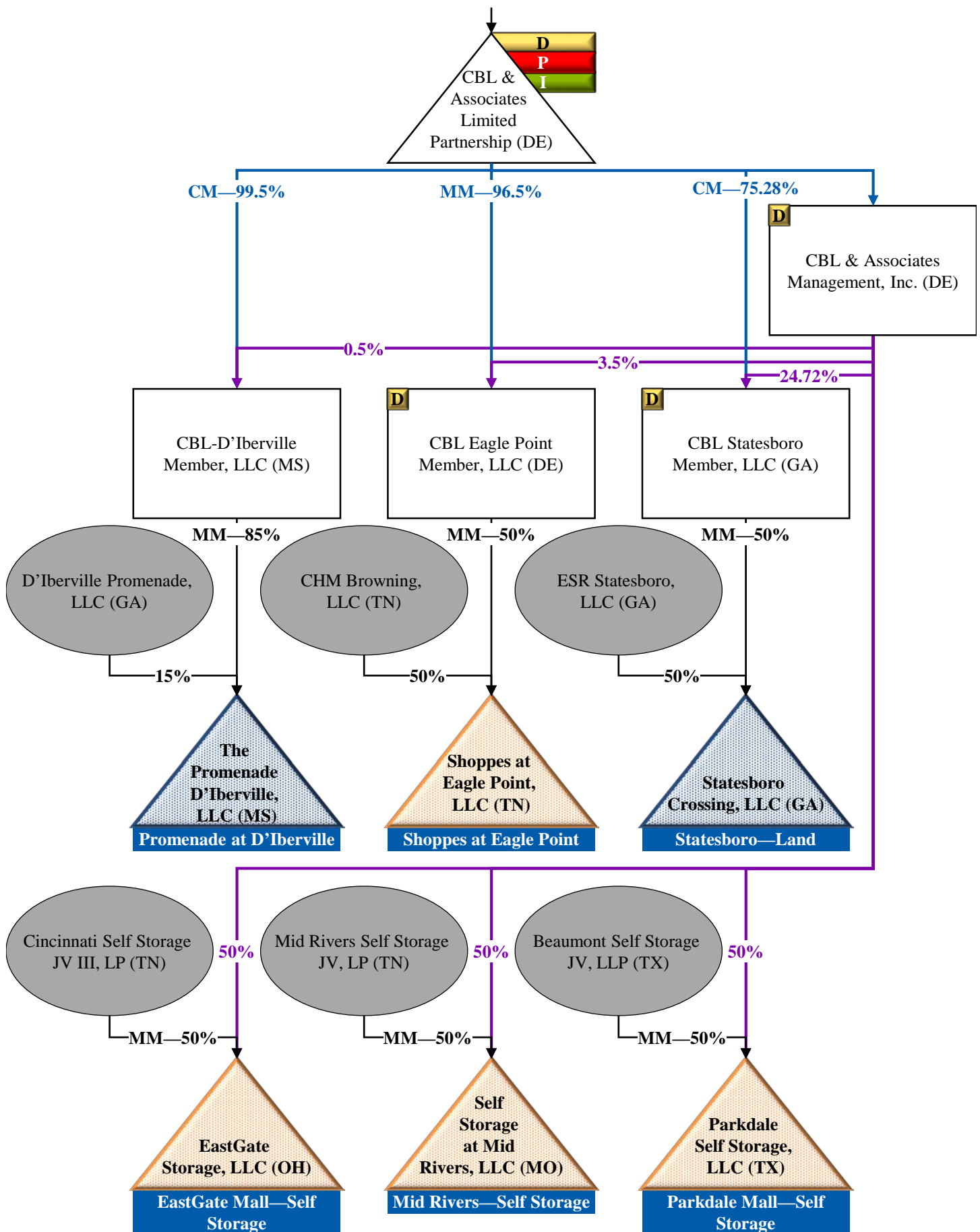
Supplemental Key for this Chart only

The Lewis Forrest Conner Family Trust →

The Holland Ashley Conner Family Trust →

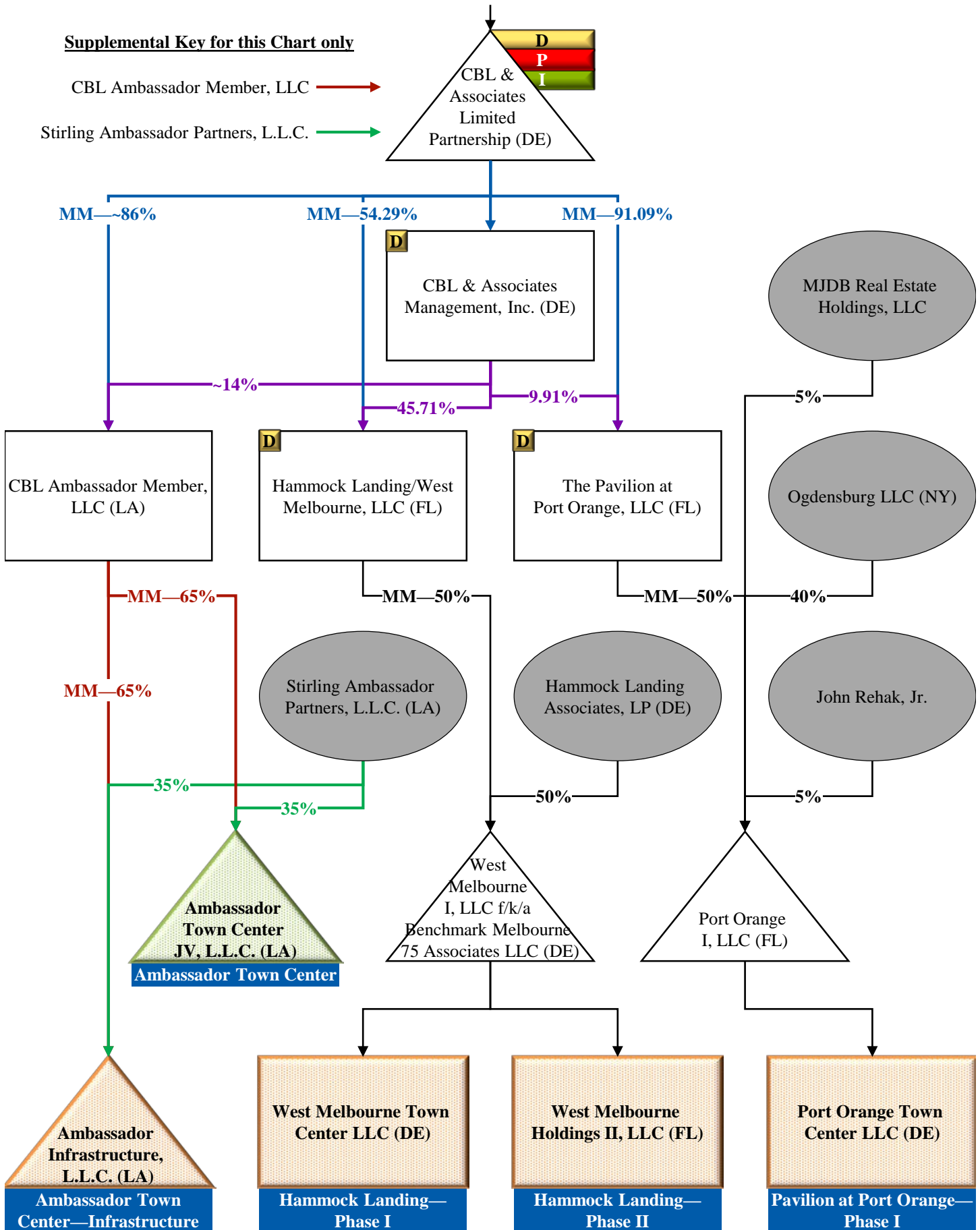


3RD PARTY



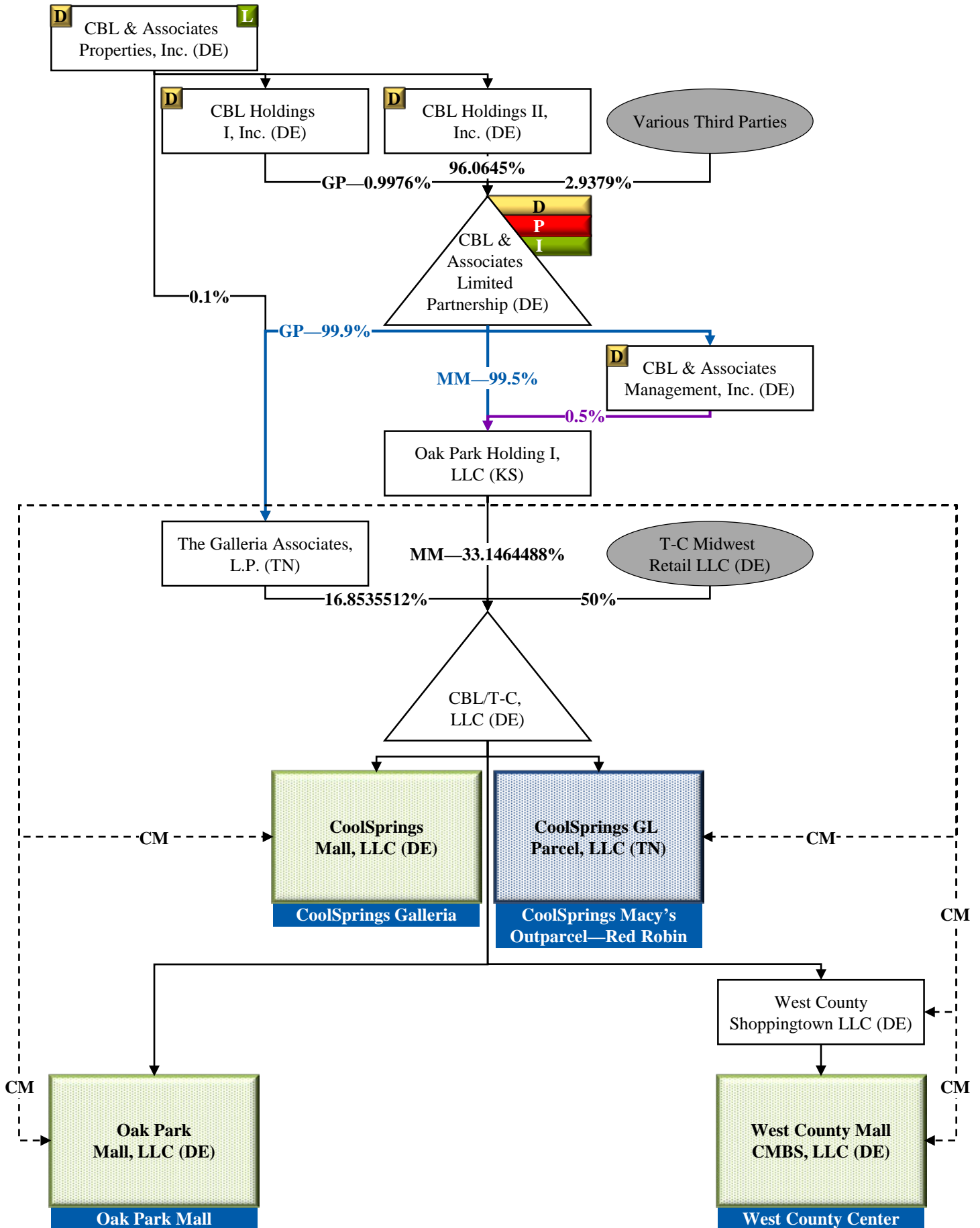
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CBL & ASSOCIATES MANAGEMENT, INC. 3RD PARTY



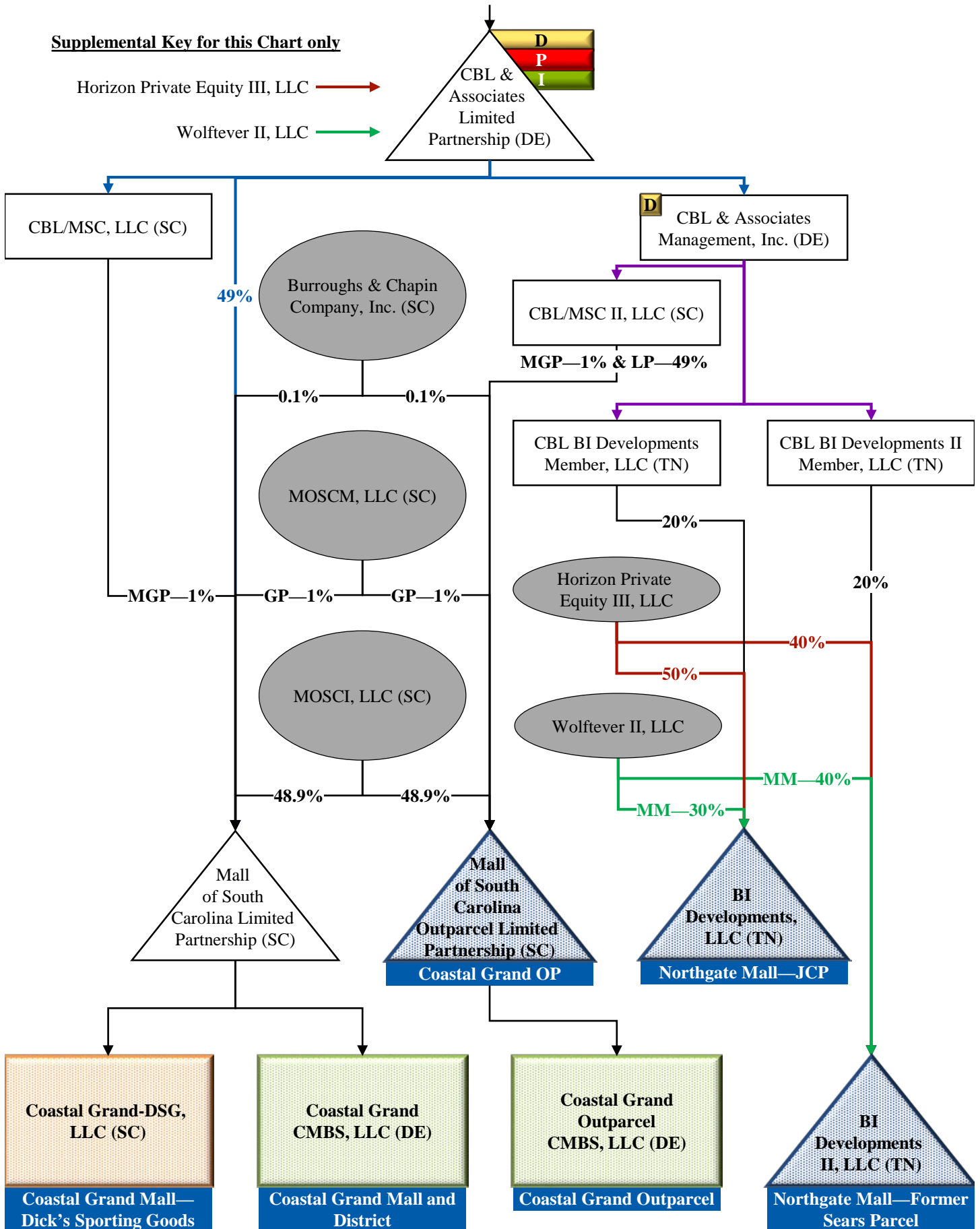
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CBL/T-C, LLC **3RD PARTY**



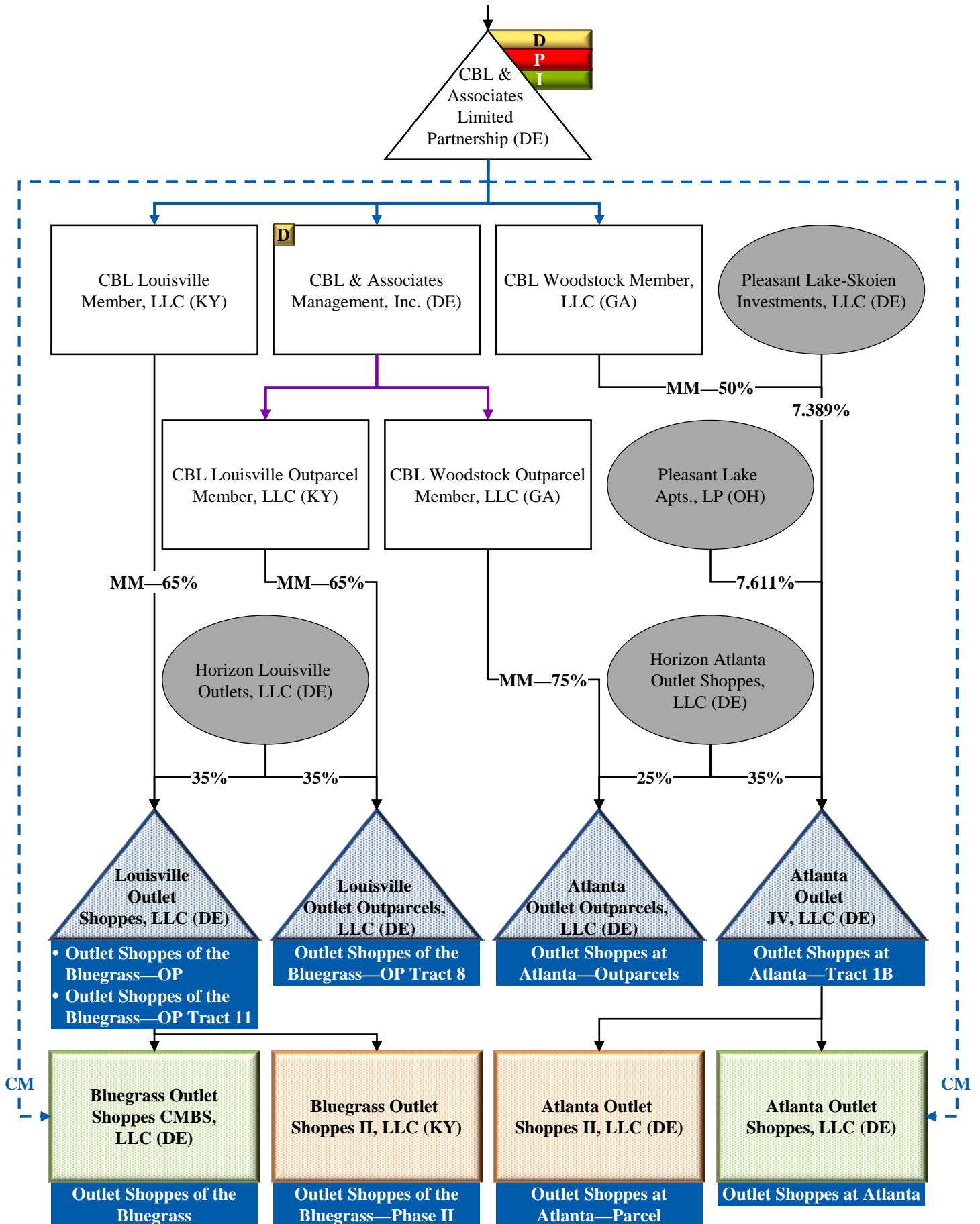
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MISCELLANEOUS 3RD PARTY



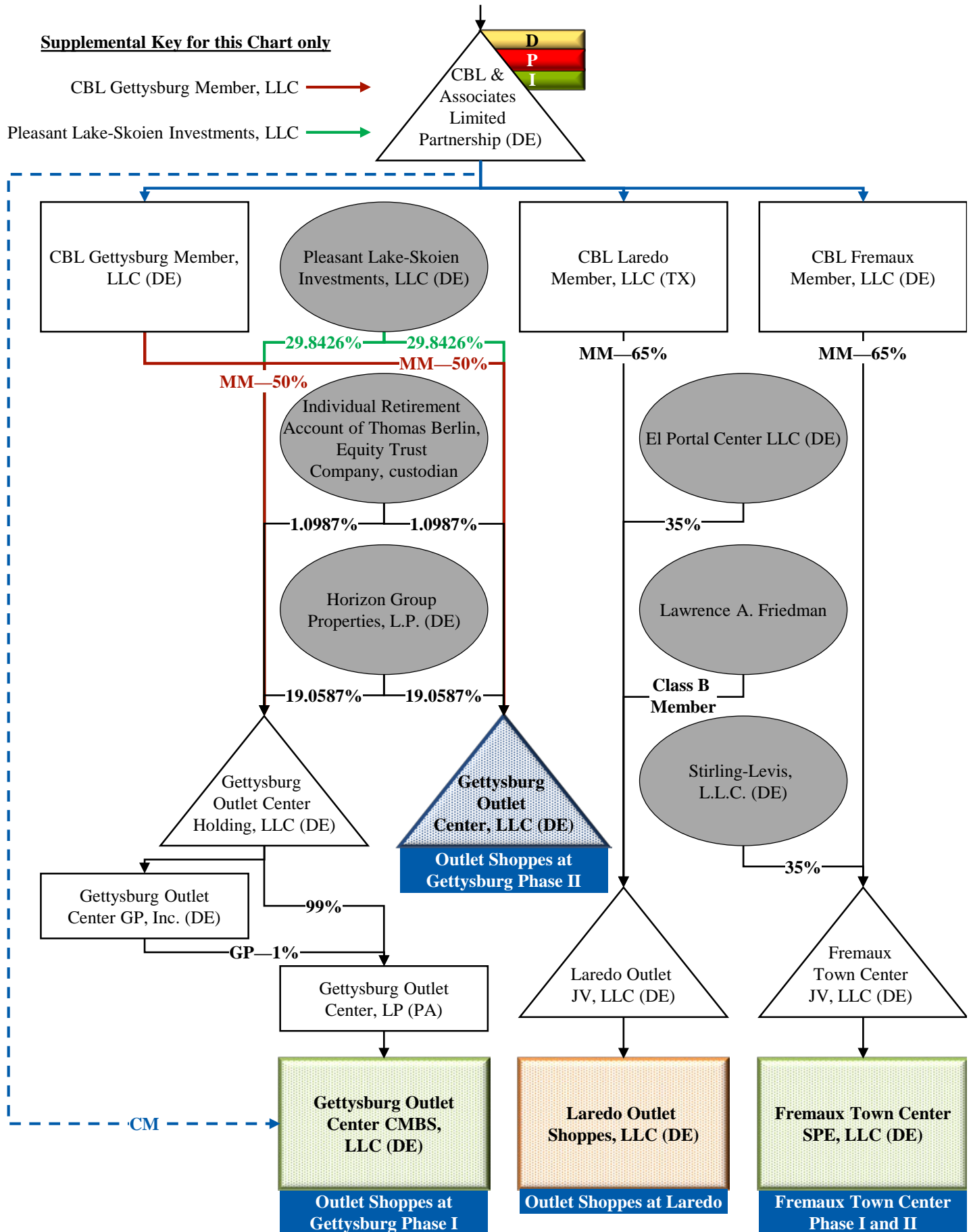
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MISCELLANEOUS 3RD PARTY



26

MISCELLANEOUS 3RD PARTY



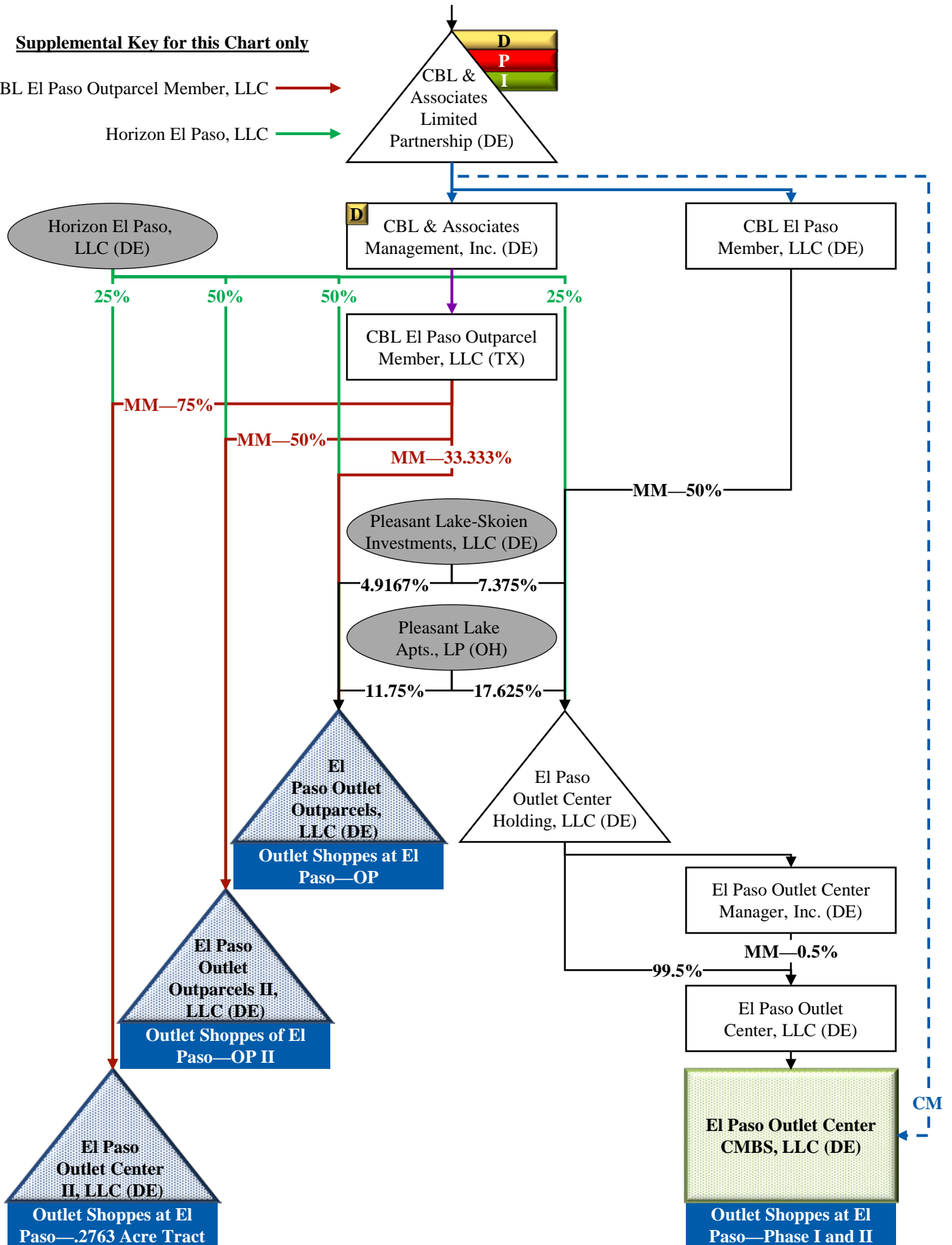
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MISCELLANEOUS 3RD PARTY

Supplemental Key for this Chart only

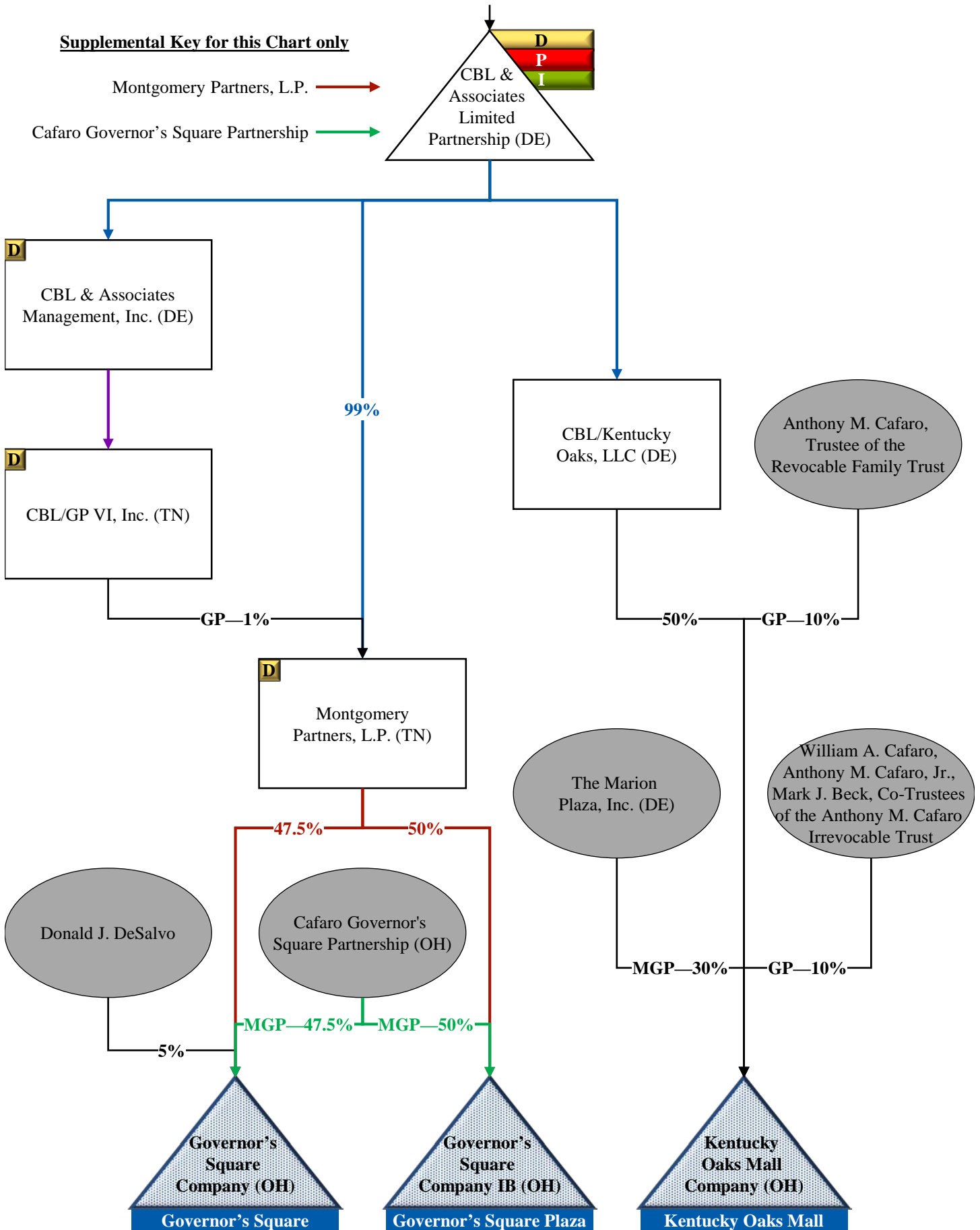
CBL El Paso Outparcel Member, LLC →

Horizon El Paso, LLC →



28

MISCELLANEOUS 3RD PARTY



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

**CBL & ASSOCIATES
LIMITED PARTNERSHIP,**

Debtor.

§
§
§
§
§
§
§

Chapter 11

Case No. 20- _____ (●)

LIST OF EQUITY HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(3)¹

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct or indirect ownership interest, of the above-captioned debtor in possession.

Check applicable box:

- ☐ There are no equity security holders or corporations that directly or indirectly own 10% or more of any class of the debtor's equity interest.
- ☒ The following are the debtor's equity security holders (list holders of each class, showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder):

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
CBL HOLDINGS I, INC. 2030 HAMILTON PLACE BLVD. CBL CENTER, SUITE 500 CHATTANOOGA, TN 37421	General Partner Interest – Common Units	2,012,133 Common Units (0.99763%)
CBL HOLDINGS II, INC. 2030 HAMILTON PLACE BLVD. CBL CENTER, SUITE 500 CHATTANOOGA, TN 37421	Limited Partner Interest – Preferred Units; Common Units	2,505,000 Preferred Units (100%) 194,560,322 Common Units (96.46488%)

¹ This list serves as the required disclosure by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. Address information for individual holders has been redacted to maintain confidentiality.

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
BACKER, BETH LEOVITZ REDACTED	Limited Partner Interest – Common Units	195,057 Common Units (0.09672%)
TRUST U/W MOSES LEOVITZ FBO FAYE L. PETERKEN 2030 HAMILTON PLACE BLVD. CBL CENTER, SUITE 500 CHATTANOOGA, TN 37421	Limited Partner Interest – Common Units	100,000 Common Units (0.04958%)
MANCUSO, MARK D. REDACTED	Limited Partner Interest – Common Units	25,880 Common Units (0.01283%)
STEPHAS, AUGUSTUS N. REDACTED	Limited Partner Interest – Common Units	55,340 Common Units (0.02744%)
EDGERTON PROPERTIES – JANESVILLE 25700 SCIENCE PARK DRIVE SUITE 365 BEACHWOOD, OH 44122	Limited Partner Interest – Common Units	84,972 Common Units (0.04213%)
GREENBRIAR PROPERTIES – JANESVILLE 25700 SCIENCE PARK DRIVE SUITE 365 BEACHWOOD, OH 44122	Limited Partner Interest – Common Units	29,740 Common Units (0.01475%)
NORWOOD PROPERTIES – JANESVILLE 25700 SCIENCE PARK DRIVE SUITE 365 BEACHWOOD, OH 44122	Limited Partner Interest – Common Units	29,740 Common Units (0.01475%)
RUFRANO, GLENN J. REDACTED	Limited Partner Interest – Common Units	18,376 Common Units (0.00911%)
METROPOLITAN LIFE INSURANCE COMPANY 10 PARK AVENUE P.O. BOX 1902 MORRISTOWN, NJ 07962	Limited Partner Interest – Common Units	18,538 Common Units (0.00919%)

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
SCHOSTAK LAUREL PARK RETAIL HOLDING LLC 17800 LAUREL PARK DRIVE NORTH SUITE 200C LIVONIA, MI 48152	Limited Partner Interest – Common Units	622,278 Common Units (0.30853%)
VISCONSI ENTERPRISES LLC 30050 CHAGRIN BOULEVARD SUITE 360 PEPPER PIKE, OH 44124	Limited Partner Interest – Common Units	757,569 Common Units (0.37561%)
BLANCHE SEVERSON TRUST BS89-2 REDACTED	Limited Partner Interest – Common Units	11,026 Common Units (0.00547%)
JAMES H. SANDS, JR. AND JANET A. SANDS REVOC. TRUST U/D/T DTD 7-27-2010 REDACTED	Limited Partner Interest – Common Units	11,030 Common Units (0.00547%)
RICHARD E. MONTAG REVOCABLE LIVING TRUST U/A DTD 10-31-1995 REDACTED	Limited Partner Interest – Common Units	88,736 Common Units (0.04400%)
MARY LOU JONES REVOCABLE LIVING TRUST U/A DTD 2-4-1992 REDACTED	Limited Partner Interest – Common Units	13,876 Common Units (0.00688%)
WARREN WOOD BABCOCK TRUST REDACTED	Limited Partner Interest – Common Units	11,030 Common Units (0.00547%)
JOSEPH J. URBANCIC REVOCABLE LIVING TRUST U/A DTD 1-21-1993 REDACTED	Limited Partner Interest – Common Units	9,752 Common Units (0.00484%)
CHRISTINA CAPPEL HOERNER REDACTED	Limited Partner Interest – Common Units	628 Common Units (0.00031%)

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
THOMAS W. HENNEBERRY REVOCABLE LIVING TRUST U/A DTD 1-21-1993 REDACTED	Limited Partner Interest – Common Units	32,816 Common Units (0.01627%)
MONROEVILLE MALL PARTNERS, L.P. 19501 BISCAYNE BLVD SUITE 400 C/O TURNBERRY ASSOC. AVENTURA MALL AVENTURA, FL 33180	Limited Partner Interest – Series S Special Common Units	764,334 Series S Special Common Units (0.37896%)
MONROEVILLE MALL TIC'S II 19502 BISCAYNE BLVD SUITE 400 C/O TURNBERRY ASSOC. AVENTURA MALL AVENTURA, FL 33180	Limited Partner Interest – Series S Special Common Units	23,942 Series S Special Common Units (0.01187%)
LCBL NO. 1 LLC 19950 WEST COUNTRY CLUB DRIVE TENTH FLOOR AVENTURA, FL 33180	Limited Partner Interest – Series S Special Common Units	386,333 Series S Special Common Units (0.19155%)
LCBL NO. 2 LLC 19950 WEST COUNTRY CLUB DRIVE TENTH FLOOR AVENTURA, FL 33180	Limited Partner Interest – Series S Special Common Units	386,333 Series S Special Common Units (0.19155%)
SCHOSTAK LAUREL PARK RETAIL HOLDING LLC 17800 LAUREL PARK DRIVE NORTH SUITE 200C LIVONIA, MI 48152	Limited Partner Interest – Series L Special Common Units	571,700 Series L Special Common Units (0.28345%)
OAK FING, LLC 1010 WALNUT SUITE 500 KANSAS CITY, MO 64106	Limited Partner Interest – Series K Special Common Units	301,493 Series K Special Common Units (0.14948%)
SALETO, LLC 131 S. DEARBORN 30TH FLOOR C/O HOLLAND & KNIGHT CHICAGO, IL 60603	Limited Partner Interest – Series K Special Common Units	50,246 Series K Special Common Units (0.02491%)

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
BFIP INVESTMENTS, LP 11111 W. 95TH ST. SUITE 204 OVERLAND PARK, KX 66214	Limited Partner Interest – Series K Special Common Units	431,246 Series K Special Common Units (0.21382%)
EAST FING, LLC 1010 WALNUT SUITE 500 KANSAS CITY, MO 64106	Limited Partner Interest – Series K Special Common Units	57,224 Series K Special Common Units (0.02837%)
TOLESA, LLC 131 S. DEARBORN 30TH FLOOR C/O HOLLAND & KNIGHT CHICAGO, IL 60603	Limited Partner Interest – Series K Special Common Units	28,612 Series K Special Common Units (0.01419%)

Fill in this information to identify the case:Debtor name: CBL & Associates Limited PartnershipUnited States Bankruptcy Court for the Southern District of Texas
(State)


Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

 Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 1, 2020
MM / DD /YYYY

X

/s/ Jeffery V. Curry

Signature of individual signing on behalf of debtor

Jeffery V. Curry

Printed name

Chief Legal Officer and Secretary

Position or relationship to debtor